UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____________ to ___________

Commission file number **0-17686**

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

(Exact name of registrant as specified in its charter)

Wisconsin	**39-1606834**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

1900 W 75th Street, Suite 100 Prairie Village, Kansas 66208
(Address of principal executive offices, including zip code)

(816) 421-7444
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

Securities registered pursuant to Section 12(g) of the Act: Limited Partnership Interests

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of “large accelerated filer”, “accelerated filer”, “smaller reporting company”, and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☐

Non-accelerated filer ☒ Smaller reporting company ☒ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

The aggregate market value of the voting securities held by non-affiliates of the Registrant: The aggregate market value of limited partnership interests held by non-affiliates is not determinable since there is no public trading market for the limited partnership interests.

As of March 1, 2023 the registrant had 46,280.3 units issued and outstanding.

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PART I

Item 1. Business

Background

DiVall Insured Income Properties 2 Limited Partnership (the "Partnership"), is a limited partnership organized under the Wisconsin Uniform Limited Partnership Act pursuant to a Certificate of Limited Partnership dated as of November 20, 1987, and governed by a Limited Partnership Agreement, as amended from time to time (collectively, the "Partnership Agreement"). The Partnership is managed by its general partner, The Provo Group, Inc. ("TPG" or the "General Partner"). As of December 31, 2022, the Partnership had 1,041 limited partners owning an aggregate of 46,280.3 Limited Partnership Interests (the "Interests").

The Partnership is engaged in the business of owning and operating its investment portfolio of commercial real estate properties (each a "Property" and collectively, the "Properties"). At December 31, 2022, the Partnership owned 8 Properties, located in a total of three states.

At December 31, 2022, seven of the eight Properties were (and continue to be) leased to Wendy's franchisees, with three of the Properties being leased to Wendgusta, LLC ("Wendgusta"), two of the Properties being leased to JAI Hospitality RG, LLC ("JAI Hospitality) and two of the Properties being leased to JAI Augusta, LLC ("JAI Augusta). Operating base rents from these seven leases during the year ended December 31, 2022 comprised approximately 90% of the total 2022 operating base rents. During the year ended December 31, 2022, additional percentage rents were also generated from these seven Wendy's Properties and totaled $342,359. Additionally, those seven Properties exceeded 80% of the Partnership's total Properties, both by historical asset value and number. Six of the Properties that are currently leased to Wendy's franchisees feature lease expiration dates of December 31, 2040. The other Property that is currently leased to a Wendy's franchisee feature a lease expiration date of November 6, 2026.

See Properties under Item 2 below for the table of all Properties and lease expirations and a discussion of Properties with significant developments during the year ended December 31, 2022.

During the process of leasing the Properties, the Partnership may experience competition from owners and managers of other properties. As a result, in connection with negotiating tenant leases, along with recognizing market conditions, the General Partner may offer rental concessions, or other inducements, which may have an adverse impact on the results of the Partnership's operations. The Partnership is also in competition with sellers of similar properties who from time to time attempt to locate suitable purchasers for its Properties.

The Partnership Agreement provides that the Partnership is scheduled to be dissolved on November 30, 2023, or earlier upon the prior occurrence of any of the following events: (a) the disposition of all its Properties; (b) the written determination by the General Partner, that the Partnership's assets may constitute "plan assets" for purposes of ERISA; (c) the agreement of limited partners owning a majority of the outstanding Interests to dissolve the Partnership; or (d) the dissolution, bankruptcy, death, withdrawal, or incapacity of the last remaining General Partner, unless an additional General Partner is elected previously by a majority of the limited partners.

During the 2021 consent solicitation process, the Limited Partners approved two separate amendments to the Partnership Agreement. The amendments served to: (i) extend the term of the Partnership by three (3) years to November 30, 2023, and (ii) permit the General Partner to effect distributions at times that it deems appropriate, but no less often than semi-annually. In addition, the Limited Partners approved a resolution granting the General Partner the authority to, at any time prior to November 30, 2023, sell all or substantially all of the Partnership's assets and then liquidate and dissolve the Partnership without further approval from the Limited Partners.

The Permanent Manager Agreement

The Permanent Manager Agreement ("PMA") was entered into on February 8, 1993, between the Partnership, DiVall 1 (which was dissolved in December 1998), DiVall 3 (which was dissolved in December 2003), the now former general partners, Gary J. DiVall and Paul E. Magnuson, their controlled affiliates, and TPG, naming TPG as the Permanent Manager. The PMA contains provisions allowing TPG to submit to the PMA, election of TPG as General Partner, and the issue of acceptance of the resignations of the former general partners to a vote of the limited partners through a solicitation of written consents.

TPG, as the General Partner, has been operating and managing the affairs of the Partnership in accordance with the provisions of the PMA and the Partnership Agreement since February 8, 1993.

Effective January 1, 2023, the PMA was renewed by the General Partner for a two-year period ending December 31, 2024. The PMA can be terminated earlier (a) by a vote at any time by a majority interest of the limited partners, (b) upon the dissolution and winding up of the Partnership, (c) upon the entry of an order of a court finding that TPG has engaged in fraud or other like misconduct or has shown itself to be incompetent in carrying out its duties under the Partnership Agreement, or (d) upon 60 days' written notice from TPG to the limited partners of the Partnership.

Advisory Board

The concept of the Advisory Board was first introduced by TPG during the solicitation of written consents seeking to elect TPG as the General Partner. The first Advisory Board was established in October 1993. Among other functions, the three-person Advisory Board has the following rights and duties: to review operational policies and practices; to review extraordinary transactions; to review internal financial controls and practices; and to review the performance of the independent auditors of the Partnership. The Advisory Board's powers are advisory only and the Advisory Board does not have the authority to direct management decisions or policies of the Partnership or remove the General Partner. The Advisory Board has full and free access to the Partnership's books and records, and individual Advisory Board members have the right to communicate directly with the limited partners concerning Partnership business. Members of the Advisory Board are compensated $1,500 annually and $500 for each quarterly meeting attended.

The Advisory Board currently consists of limited partners of the Partnership: Jesse Small and Albert Kramer. For a brief description of each Advisory Board member, refer to Item 10, Directors and Executive Officers of the Registrant.

No Employees; Location of Business Operations

The Partnership has no employees.

All of the Partnership's business is conducted in the United States.

Available Information

The Partnership is required to file with the SEC annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, along with any related amendments and supplements to these periodic and current reports. The SEC maintains a website containing these reports and other information regarding our electronic filings at www.sec.gov.

We also make these reports and other information available either on or through our Internet Website at www.divallproperties.com as soon as reasonably practicable after such reports are available. Please note that any internet addresses provided in this Annual Report on Form 10-K are for information purposes only and are not intended to be hyperlinks. Accordingly, no information found and/or provided at such internet addresses is intended or deemed to be incorporated by reference herein.

Item 1A. Risk Factors

The Partnership's business, the ownership and lease of the Properties, is subject to a variety of risks attendant to the ownership and lease of commercial real property, including risks related to: (i) changes in general economic conditions both nationally and in the local markets where the Properties are located, (ii) changes in real estate conditions, including without limitation, decreases in valuations of real properties, increases in property taxes and lack of buyers should the Partnership want to dispose of a Property, (iv) lease-up risks, (v) ability of tenants to fulfill their obligations to the Partnership under existing leases, (vi) declines in sales for tenants whose leases include a percentage rent component, (vii) adverse changes to the restaurant market, (viii) entrance of competitors to the Partnership's lessees in markets in which the Properties are located, (ix) inability to obtain new tenants upon the expiration of existing leases, (x) the potential need to fund tenant improvements or other capital expenditures out of operating cash flows, (xi) the Partnership's ability to realize value for Limited Partners upon disposition of the Properties, (xii) adverse effects on our Properties and tenants caused by the COVID-19 pandemic, and (xiii) various other factors.

In addition to the general risks identified above, the Partnership is also subject to various cyber security risks, including those generally described below.

Our business operations could be disrupted if our information technology systems fail to perform adequately or are breached.

Information technology serves an important role in the efficient and effective operation of our business. We rely on information technology networks and systems, including the internet, to process, transmit, and store electronic information to manage a variety of business processes and to comply with regulatory, legal, and tax requirements. Our information technology systems and infrastructure are critical to effectively manage our key business processes including finance, administration and other business processes. These technologies enable internal and external communication among our locations, supplies, customers, and others and include the receipt and storage of personal information about our investors and proprietary business information. Our information technology systems, some of which are dependent on services provided by third parties, may be vulnerable to damage, interruption, or shutdown due to any number of causes such as catastrophic events, natural disasters, fires, power outages, systems failures, telecommunications failures, security breaches, computer viruses, hackers, and other causes. Increased cyber-security threats pose a potential risk to the security and viability of our information technology systems, as well as the confidentiality, integrity, and availability of the data stored on those systems. The failure of our information technology systems to perform as we anticipate could disrupt our business and result in transaction errors, processing inefficiencies, data loss, legal claims or proceedings, regulatory penalties, and the loss of sales and customers. Any interruption of our information technology systems could have operational, reputational, legal and financial impacts that may have a material adverse effect on our business.

A cyber-attack or other information security breach could have a material adverse effect on our operations and result in financial losses.

We are regularly the target of attempted cyber and other security threats and must continuously monitor and develop our information technology networks and infrastructure to prevent, detect, address and mitigate the risk of unauthorized access, misuse, computer viruses and other events that could have a security impact. If we are unable to prevent cyber-attacks and other information security breaches, we may encounter significant disruptions in our operations which could adversely impact our business, financial condition and results of operations or result in the unauthorized disclosure of confidential information. Such breaches may also harm our reputation, result in financial losses or subject us to litigation or other costs or penalties.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

All eight Properties are leased to franchisees of national, regional and local fast food, family style and casual/theme restaurants.

Original lease terms for the leased Properties are generally five to 20 years from their inception. All leases are triple-net, which require the tenant to pay all property operating costs including maintenance, repairs, utilities, property taxes, and insurance. All of the leases contain percentage rent provisions, which require the tenant to pay a specified percentage (six percent to seven percent) of gross sales above a threshold amount. None of the Properties are mortgaged. The Partnership owns the buildings and land, and all improvements for all the Properties. The Partnership owned the following Properties as of March 1, 2023:

Acquisition Date	Property Name & Address	Lessee	Purchase Price (1)	Operating Rental Per Annum	Lease Expiration Date	Renewal Options
12/22/88	Wendy's (3) 1721 Sam Rittenberg Blvd Charleston, SC	JAI Hospitality RG, LLC	$ 596,781	$ 166,848	12-31-2040	None
12/22/88	Wendy's (4) 3013 Peach Orchard Rd Augusta, GA	JAI Augusta, LLC	649,594	188,000	12-31-2040	None
02/21/89	Wendy's (4) 1901 Whiskey Rd Aiken, SC	Wendgusta, LLC	776,344	210,632	12-31-2040	None
02/21/89	Wendy's (5) 343 Folly Rd Charleston, SC	JAI Augusta, LLC	528,125	136,000	12-31-2040	None
02/21/89	Wendy's (3) 361 Hwy 17 Bypass Mount Pleasant, SC	JAI Hospitality RG, LLC	580,938	146,520	12-31-2040	None
03/14/89	Wendy's (4) 1004 Richland Ave Aiken, SC	Wendgusta, LLC	633,750	167,500	12-31-2040	None
12/29/89	Wendy's (4) 517 E Martintown Rd N Augusta, SC	Wendgusta, LLC	660,156	87,780	11-6-2026	None
05/31/90	Applebee's 2770 Brice Rd Columbus, OH	RMH Franchise Corporation	1,434,434	138,000	08-31-2027	(2)
			$ 5,860,122	$ 1,241,280		

Footnotes:

(1) Purchase price includes all costs incurred by the Partnership to acquire the Property.
(2) The tenant has the option to extend the lease one additional period of five years.
(3) Two of the eight Properties owned as of December 31, 2022 were leased to JAI Hospitality. Since more than 80% of the Properties, both by historical asset value and number are leased to Wendy's franchisees the financial status of the tenant may be considered relevant to investors. At the request of the Partnership, JAI Hospitality provided it with a copy of its internal financial statements for the fiscal years ended January 2, 2022 and January 1, 2023. Those internal financial statements are attached to this Annual Report on Form 10-K as Exhibit 99.2.

(4) Three of the eight Properties owned as of December 31, 2022 were leased to Wendgusta. Since more than 80% of the Properties, both by historical asset value and number, are leased to Wendy's franchisees, the financial status of the tenant may be considered relevant to investors. At the request of the Partnership, Wendgusta provided it with a copy of its reviewed financial statements for the fiscal years ended December 27, 2021 and December 25, 2022. Those reviewed financial statements are attached to this Annual Report on Form 10-K as Exhibit 99.0.
(5) Two of the eight Properties owned by the Partnership as of December 31, 2022 were leased to JAI Augusta. Since more than 80% of the Properties, both by historical asset value and number, are leased to Wendy's franchisees, the financial status of the tenant may be considered relevant to investors. At the request of the Partnership, JAI Augusta provided it with a copy of its reviewed financial statements for the fiscal years ended January 2, 2022 and January 1, 2023. Those reviewed financial statements are attached to this Annual Report on Form 10-K as Exhibit 99.1.

The following summarizes significant developments during 2022, by Property, for Properties with such developments.

Wendy's – Peach Orchard Road, Augusta, GA Property

On October 30, 2022, the tenant Wendgusta, LLC closed on an asset purchase agreement with JAI Augusta, LLC to sell substantially all the assets of the tenant and pursuant thereto, the lease was also assigned to JAI Augusta under the same terms and conditions of the lease amendment effected January 1, 2021.

Wendy's – Highway 17 Bypass, Mt. Pleasant, SC

On December 14, 2021, the tenant Wendcharles I closed on an asset purchase agreement with JAI Hospitality RG, LLC to sell substantially all the assets of the tenant and pursuant thereto, the lease was also assigned to JAI Hospitality under the same terms and conditions of the lease amendment effected January 1, 2021.

Wendy's – Folly Road, Charleston, SC

On December 19, 2022, the tenant Wendcharles I, LLC closed on an asset purchase agreement with JAI Augusta, LLC to sell substantially all the assets of the tenant and pursuant thereto, the lease was also assigned to JAI Augusta under the same terms and conditions of the lease amendment effected January 1, 2021.

Wendy's – Sam Rittenberg, Charleston, SC

On December 14, 2021, the tenant Wendcharles II closed on an asset purchase agreement with JAI Hospitality RG, LLC to sell substantially all the assets of the tenant and pursuant thereto, the lease was also assigned to JAI Hospitality under the same terms and conditions of the lease amendment effected January 1, 2021.

Wendy's – Walton Way, Augusta, GA

On April 22, 2022, the Partnership sold the property located at 1730 Walton Way, Augusta, GA for $1,600,000. The gain on the sale was approximately $1,103,000.

Wendy's – Martintown Rd, N.Augusta, SC

On December 22, 2021 the Martintown Rd property was listed for sale.

Other Property Information

Property taxes, general maintenance, insurance and ground rent on the Properties are the responsibility of the respective tenants. However, when a tenant fails to make the required tax payments or when a property becomes vacant, the Partnership makes the appropriate property tax payments to avoid possible foreclosure of the property. During a property vacancy, the Partnership pays for insurance and maintenance related to the vacant property.

Item 3. Legal Proceedings

As of the date of this report there are no material pending legal proceedings to which the Partnership is a party.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

(a) Although from time to time some Interests have been traded, there is no active public market for the Interests, and it is not anticipated that an active public market for the Interests will develop.

(b) As of March 1, 2023, there were 1,032 record holders of Interests.

(c) The Partnership does not pay dividends. However, the Partnership Agreement provides for net income and loss of the Partnership to be allocated on a quarterly basis, 99% to the limited partners and 1% to the General Partner. The Partnership Agreement provides for the distribution of net cash receipts and net proceeds to the limited partners and General Partner at times that the General Partner deems appropriate, but no less often than semi-annually, subject to the limitations on distributions to the General Partner described in the Partnership Agreement. See Note 3 to the financial statements for further information. The Partnership anticipates continuing to make distributions to limited partners and the General Partner in future periods in accordance with the terms of the Partnership Agreement.

(d) The Partnership has no equity compensation plans under which equity securities of the Partnership have been issued or are reserved for issuance.

Item 6. (Reserved)

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

CAUTIONARY STATEMENT

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are not historical facts but are the intent, belief or current expectations of the Partnership's management based on its knowledge and understanding of the business and industry. Words such as "may," "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "would," "could," "should" and variations of these words and similar expressions are intended to identify forward-looking statements. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we can give no assurance that these expectations will prove to have been correct. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements.

Examples of forward-looking statements include, but are not limited to, statements we make regarding:

- our expectations regarding financial condition or results of operations in any future period;
- our future sources of, and needs for, liquidity and capital resources;
- our expectations regarding economic and business conditions (both nationally and where the Properties are located);
- our business strategies and our ability to grow our business;
- our decisions and policies with respect to the potential retention or disposition of one or more Properties;
- our ability to find a suitable purchaser for any marketed Properties;
- our ability to agree on an acceptable purchase price or contract terms for any Property sales;
- our ability to collect rents on our leases;
- our ability to maintain relationships with our tenants, and when necessary extend lease terms or identify new tenants; and
- our future capital expenditures.

Critical Accounting Policies and Estimates

The following discussion and analysis of financial condition and results of operations is based upon the Partnership's financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of these financial statements requires persons performing the functions of the Partnership's management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On a regular basis, we evaluate these estimates, including investment impairment. These estimates are based on the General Partner's historical industry experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The Partnership believes that its most significant accounting policies pertain to:

Depreciation methods and lives- Depreciation of the properties is provided on a straight-line basis over the estimated useful life of the buildings and improvements. Additionally, the value of real estate is typically based on market conditions and property performance. As a result, depreciated book value of real estate may not reflect the market value of real estate assets.

Revenue recognition- Rental revenue from investment properties is recognized on the straight-line basis over the life of the respective lease when collectability is reasonably assured. Percentage rents are accrued only when the tenant has reached the sales breakpoint stipulated in the lease and collectability is reasonably assured.

Impairment-The Partnership periodically reviews its long-lived assets, primarily real estate, for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The Partnership's review involves comparing current and future operating performance of the assets, the most significant of which is undiscounted operating cash flows, to the carrying value of the assets of the individual properties. Based on this analysis, if deemed necessary, a provision for possible loss is recognized.

Investment Properties

As of December 31, 2022, the Partnership owned eight Properties, all of which feature tenants that are franchisees of casual restaurants. The following are operated at the aforementioned eight Properties: seven Wendy's restaurants, and an Applebee's restaurant. The Properties are located in a total of three states.

Property taxes, general maintenance, insurance and ground rent on the Properties are the responsibility of the respective tenants. A more detailed discussion of tax payments, insurance and ground rent is provided in Item 2, and incorporated herein by this reference.

There were no building improvements capitalized during 2022 or 2021.

Further Information

A summary of significant developments as of December 31, 2022, by Property, for Properties with such developments, can be found in Item 2, Properties.

Net Income

Net income for the fiscal years ended December 31, 2022 and 2021 was $2,069,792 and $1,575,407, respectively. Net income per Limited Partner Interest for the fiscal years ended December 31, 2022 and 2021 was $44.28 and $33.70, respectively.

Results of Operations

Net income for the fiscal years ended December 31, 2022 and 2021 was $2,069,792 and $1,575,407, respectively. See the paragraphs below for further information as to variances in individual operating income and expense items. We are not aware of any material trends or uncertainties, other than national economic conditions affecting real estate generally that may reasonably be expected to have a material impact, favorable or unfavorable, on Partnership revenues and investment property value.

Fiscal year ended December 31, 2022 as compared to fiscal year ended December 31, 2021:

Operating Rental Income: Operating rental income for the fiscal years ended December 31, 2022 and 2021 was $1.611 and $1.753 million, respectively. The rental income was comprised of monthly lease obligations per the tenant leases and percentage rents obligations related to operating tenants who had reached their sales breakpoint. The decrease in 2022 compared to 2021 was due to the lower base rental income and percentage rent due to property sales in each of 2021 and 2022.

Management expects total base operating rental income to be approximately $1,241,280 for the 2023 fiscal year based on operating leases currently in place and does not include rents from properties held for sale. Future operating rental income has the potential to either decrease or increase. Future operating rental income may decrease with a tenant default and/or we may reclassify certain additional properties as properties held for sale. Future operating rental income may also increase with additional rents due from tenants, if those tenants experience increased sales levels, which require the payment of additional rent to the Partnership. Operating percentage rents included in operating rental income in the fiscal years ended December 31, 2022 and 2021 were $342,359 and $388,701, respectively. However, the 2021 additional rent earned was reduced by a capital improvements rent credit to the tenant of the Folly Road Property, so, the actual revenue earned from 2021 was $366,473, net of the $22,229 rent credit. Management expects percentage rents for the fiscal year ending December 31, 2023 to be about the same as those received in 2022 because the same strong sales performance from 2022 is expected again in 2023.

Partnership Management Fees Expense: Partnership management fees expense for the fiscal years ended December 31, 2022 and 2021 were $272,316 and $274,980, respectively. The General Partner receives a fee for managing the Partnership. See Note 5, Transactions with General Partner and Its Affiliates, for further information.

General and Administrative Expense: General and administrative expenses for the fiscal years ended December 31, 2022 and 2021 were $120,470 and $66,038, respectively. General and administrative expenses were comprised of management expense, state/city registration and annual report filing fees, office supplies and printing costs, outside storage expenses, copy/fax costs, postage and shipping expenses, long-distance telephone expenses, website fees, bank fees and state income tax expenses. Total operating general and administrative expenses for the fiscal year ended December 31, 2022 were higher than in the fiscal year ended December 31, 2021, primarily due to about $50,000 in higher state income tax expense paid on behalf of the limited partners related to 2021 income. Management expects the total operating general and administrative expenses for the fiscal year ending December 31, 2023 to be higher than for the fiscal year ended December 31, 2021 due to an expected increase in state income taxes due for 2022 income as a result of the sale of the Walton Way property, and 2023 increased quarterly estimated state income tax payments.

Professional Services: Professional services expenses for the fiscal years ended December 31, 2022 and 2021 were $240,302 and $197,792, respectively. Professional service expenses were primarily comprised of investor relations data processing, investor mailings processing, website design, legal, auditing and tax preparation fees, electronic tax filings, and SEC report conversion and processing fees. The General Partner anticipates that total professional services expenses for the fiscal year ending December 31, 2023 will be about $90,000 lower than incurred for the fiscal year ended December 31, 2022. The costs in 2023 are expected to decrease due to switching investor relations firms and the related decrease in contract costs for the new investor relations services firm.

Cash Flow Analysis

Net cash flows provided by operating activities for the fiscal years ended December 31, 2022 and 2021 were $993,976 and $1,512,480, respectively. Cash flows from operating activities was lower in 2022 primarily due to the increase in net income year over year offset by the gain on the sale of the Walton Way property and the decrease in percentage rent receivable year over year.

Depreciation and amortization are non-cash items and do not affect the current operating cash flow of the Partnership or distributions to the limited partners.

Cash flows provided from investing activities for the fiscal years ended December 31, 2022 and 2021 were $1,448,425 and $584,379, respectively. The 2022 amount is largely comprised of proceeds from the sale of the Walton Way property. The 2021 amount is comprised of proceeds from the sale of the Martinez, GA property, offset by a leasing commission paid to the General Partner related to the six Wendy's leases that were extended thru December 31, 2040 as of January 1, 2021.

For the fiscal year ended December 31, 2022, cash flows used in financing activities were $3,237,003 and consisted of aggregate limited partner distributions of $3,225,000 and General Partner distributions of $12,003. For the fiscal year ended December 31, 2021, cash flows used in financing activities were $1,203,265 and consisted of aggregate limited partner distributions of $1,200,000 and General Partner distributions of $3,265. Both limited partner and General Partner distributions have been, and will continue to be, made in accordance with the Partnership Agreement. Management anticipates that aggregate limited partner distributions will be approximately $1,000,000 during 2023.

Liquidity and Capital Resources

The Partnership's cash balance was $171,236 at December 31, 2022. Cash of approximately $38,709 is anticipated to be used in 2023 for the payment of quarter-end accrued liabilities which are included in the balance sheet.

The Partnership's principal demands for funds historically have been, and are expected to continue to be, for the payment of operating expenses and distributions. Management anticipates that cash generated through the operations of the Properties and potential sales of Properties will primarily provide the sources for future liquidity and limited partner distributions. During the process of leasing the Properties, the Partnership may experience competition from owners and managers of other similarly situated properties. As a result, in connection with negotiating tenant leases, along with recognizing market conditions, management may offer rental concessions, or other inducements, which may have an adverse impact on the results of the Partnership's operations. The Partnership is also in competition with sellers of similar properties to locate suitable purchasers for its Properties. The two primary liquidity risks in the absence of mortgage debt are the Partnership's inability to collect rent receivables and near- term or chronic property vacancies. The amount of cash to be distributed to our limited partners is determined by the General Partner and is dependent on a number of factors, including funds available for payment of distributions, capital expenditures, and taxable income recognition matching, which is primarily attributable to percentage rents and property sales.

As of December 31, 2022 and 2021, the Properties were 100% leased. In addition, the Partnership collected 100% of its base rent due from current operating tenants for the years ended December 31, 2022 and 2021, which we believe is a good indication of overall tenant quality and stability.

Seven of the eight Properties are operated as Wendy's fast food restaurants and are franchises of the international Wendy's Company. Operating base rents from these seven leases comprised approximately 89% of the total 2022 operating base rents included in operating rental income of the Partnership. During the year ended December 31, 2022, additional percentage rents totaled $342,359, $319,565 of which were unbilled and were accrued in relation to the Properties operated as Wendy's restaurants. Therefore, during 2022, the Partnership generated approximately 90% of its total operating revenues from those seven Properties.

Since the Properties are leased to restaurant tenants, the restaurant market is the major market segment with a material impact on Partnership operations. The success of customer marketing and the operating effectiveness of the Partnership's lessees will impact the Partnership's future operating success in a very competitive restaurant and food service marketplace.

Off-Balance Sheet Arrangements

The Partnership does not have any off-balance sheet arrangements that are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Disposition Policies

In deciding whether to sell a Property, the General Partner considers factors such as potential capital appreciation or depreciation, market and economic conditions and the general strength of the real estate market, cash flow and federal income tax considerations, including possible adverse federal income tax consequences to the limited partners. The General Partner may exercise its discretion as to whether and when to sell a Property, and there is no obligation to sell any of the Properties at any particular time, except upon Partnership dissolution currently scheduled for November 30, 2023 pursuant to the Partnership Agreement.

Inflation

To the extent that tenants can pass through commodity inflation in their sales prices, the Partnership will benefit from additional percentage rent from increased sales. The majority of the Partnership's leases have percentage rental clauses. Revenues from operating percentage rentals represented 21% of operating rental income for the fiscal years ended December 31, 2022 and 2021. If, however, inflation causes sales to decrease, operating margins to deteriorate for lessees, or if expenses grow faster than revenues, then, inflation may well negatively impact the portfolio through tenant defaults.

Due to the "triple-net" nature of the property leases, asset values generally move inversely with interest rates.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The Partnership is not subject to market risk as defined by Item 305 of Regulation S-K.

Item 8. Financial Statements and Supplementary Data

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP
(A Wisconsin limited partnership)

INDEX TO FINANCIAL STATEMENTS AND SCHEDULE

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Partners
of DiVall Insured Income Properties 2 Limited Partnership

Opinion on the Financial Statements

We have audited the accompanying balance sheets of DiVall Insured Income Properties 2 Limited Partnership (the Partnership) as of December 31, 2022 and 2021, and the related statements of income, partners' capital and cash flows for each of the years in the two-year period ended December 31, 2022 and the related notes and schedules (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Partnership as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on the Partnership's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Partnership is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Partnership's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there were no critical audit matters.

/s/ Boulay PLLP

We have served as the Partnership's auditor since 2019

Minneapolis, Minnesota
March 24, 2023

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

BALANCE SHEETS

ASSETS

	December 31, 2022	December 31, 2021
INVESTMENT PROPERTIES: **(Note 3)**		
Land	$ 1,944,934	$ 1,944,934
Buildings	2,843,881	2,843,881
Accumulated depreciation	(2,843,881)	(2,843,881)
Net investment properties	1,944,934	1,944,934
Properties held for sale	250,859	583,013
OTHER ASSETS:		
Cash and cash equivalents	171,236	965,838
Investments held in Indemnification Trust **(Note 8)**	480,139	480,024
Security deposits escrow	59,464	59,425
Rents and other receivables	342,359	366,473
Prepaid state income tax	28,376	-
Deferred closing costs	12,413	16,067
Prepaid insurance	2,515	5,685
Deferred charges, net	258,394	314,825
Total other assets	1,354,896	2,208,337
Total assets	$ 3,550,689	$ 4,736,284

The accompanying notes are an integral part of these financial statements.

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

BALANCE SHEETS

LIABILITIES AND PARTNERS' CAPITAL

		December 31, 2022		December 31, 2021
LIABILITIES:				
Accounts payable and accrued expenses	$	36,619	$	27,207
Due to General Partner **(Note 5)**		2,090		4,533
Deferred rent		-		-
Unearned rental income		53,114		73,891
Security deposits		52,320		59,340
Total liabilities		144,143		164,971
CONTINGENCIES AND COMMITMENTS **(Notes 7 and 8)**		-		-
PARTNERS' CAPITAL: **(Notes 1 and 4)**				
General Partner -				
Cumulative net income (retained earnings)		420,502		399,805
Cumulative cash distributions		(175,584)		(166,024)
Total general partners' capital		244,918		233,781
Limited Partners (46,280.3 interests outstanding at December 31, 2022 and 2021)				
Capital contributions		46,280,300		46,280,300
Offering costs		(6,921,832)		(6,921,832)
Cumulative net income (retained earnings)		47,995,656		45,946,561
Cumulative cash distributions		(83,352,268)		(80,127,268)
Total limited partners' capital		4,001,856		5,177,761
Former General Partner -				
Cumulative net income (retained earnings)		707,513		707,513
Cumulative cash distributions		(1,547,742)		(1,547,742)
Total former general partners' capital		(840,229)		(840,229)
Total partners' capital		3,406,545		4,571,313
Total liabilities and partners' capital	$	3,550,689	$	4,736,284

The accompanying notes are an integral part of these financial statements.

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

STATEMENTS OF INCOME

For the Years Ended December 31, 2022 and 2021

	2022	2021
OPERATING REVENUES:		
Rental income	$ 1,611,173	$ 1,752,970
TOTAL OPERATING REVENUES	1,611,173	1,752,970
EXPENSES:		
Partnership management fees **(Note 5)**	272,316	274,980
Insurance	6,188	5,585
General and administrative	120,470	66,038
Advisory Board fees and expenses	7,000	7,000
Professional services	240,302	197,792
Depreciation	-	31,831
Amortization	43,254	79,021
TOTAL OPERATING EXPENSES	689,530	662,247
OTHER INCOME		
Other interest income	446	365
Other income	44,495	-
Gain on sale of Property	1,103,208	484,319
TOTAL OTHER INCOME	1,148,149	484,684
INCOME FROM CONTINUING OPERATIONS	2,069,792	1,575,407
NET INCOME	2,069,792	1,575,407
NET INCOME- GENERAL PARTNER	20,697	15,754
NET INCOME- LIMITED PARTNERS	$ 2,049,095	$ 1,559,653
PER LIMITED PARTNERSHIP INTEREST,		
Based on 46,280.3 interests outstanding:		
NET INCOME PER LIMITED PARTNERSHIP INTEREST (BASIC AND DILUTED)	$ 44.28	$ 33.70

The accompanying notes are an integral part of these financial statements.

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

STATEMENTS OF PARTNERS' CAPITAL

For the Years Ended December 31, 2022 and 2021

	General Partner			Limited Partners					
	Cumulative Net Income	Cumulative Cash Distributions	Total	Capital Contributions, Net of Offering Costs	Cumulative Net Income	Cumulative Cash Distribution	Reallocation	Total	Total Partners' Capital
BALANCE AT DECEMBER 31, 2021	$ 399,805	$ (166,024)	$233,781	$ 39,358,468	$45,946,561	$(80,127,268)	$ (840,229)	$ 4,337,532	$ 4,571,313
2021 Net Income	20,697	-	20,697	-	2,049,095	-	-	2,049,095	2,069,792
Distributions declared	-	(9,560)	(9,560)	-	-	(3,225,000)	-	(3,225,000)	(3,234,560)
BALANCE AT DECEMBER 31, 2022	$ 420,502	$ (175,584)	$244,918	$ 39,358,468	$47,995,656	$(83,352,268)	$ (840,229)	$ 3,161,627	$ 3,406,545
BALANCE AT DECEMBER 31, 2020	$ 384,051	$ (158,944)	$225,107	$ 39,358,468	$44,386,908	$(78,927,268)	$ (840,229)	$ 3,977,879	$ 4,202,986
2021 Net Income	15,754	-	15,754	-	1,559,653	-	-	1,559,653	1,575,407
Distributions declared	-	(7,080)	(7,080)	-	-	(1,200,000)	-	(1,200,000)	(1,207,080)
BALANCE AT DECEMBER 31, 2021	$ 399,805	$ (166,024)	$233,781	$ 39,358,468	$45,946,561	$(80,127,268)	$ (840,229)	$ 4,337,532	$ 4,571,313

The accompanying notes are an integral part of these financial statements.

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2022 and 2021

		2022		2021
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net income	$	2,069,792	$	1,575,407
Adjustments to reconcile net income to net cash from operating activities:				
Depreciation and amortization		43,254		110,851
Gain on sale of Property		(1,103,208)		(484,319)
Changes in operating assets and liabilities:				
Decrease in rents and other receivables		24,114		242,205
(Increase) decrease in security deposit escrow		(39)		4,968
Decrease (increase) in prepaid insurance		3,170		(617)
Increase (decrease) in accounts payable and accrued expenses		9,412		11,160
Decrease in deferred award escrow		-		1
Prepaid state income tax		(28,376)		-
Prepaid rent		(20,777)		73,891
Deferred closing costs		3,654		(16,067)
Security deposit refund		(7,020)		(5,000)
Net cash provided from operating activities	$	993,976	$	1,512,480
CASH FLOWS USED IN INVESTING ACTIVITIES:				
Interest applied to Indemnification Trust account		(115)		(219)
Proceeds from sale of Property, net		1,448,540		807,231
Payment of leasing commission		-		(222,633)
Net cash provided from investing activities	$	1,448,425	$	584,379
CASH FLOWS FROM FINANCING ACTIVITIES:				
Cash distributions to Limited Partners	$	(3,225,000)	$	(1,200,000)
Cash distributions to General Partner		(12,003)		(3,265)
Net cash used in financing activities	$	(3,237,003)	$	(1,203,265)
NET INCREASE (DECREASE) IN CASH		(794,602)		893,594
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		965,838		72,244
CASH AND CASH EQUIVALENTS AT END OF YEAR	$	171,236	$	965,838
Supplemental disclosure of cash flow information				
Noncash investing activities				
Distributions declared, not yet paid	$	2,090	$	4,533

The accompanying notes are an integral part of these financial statements.

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES:

DiVall Insured Income Properties 2 Limited Partnership (the "Partnership") was formed on November 20, 1987, pursuant to the Uniform Limited Partnership Act of the State of Wisconsin. The initial capital, contributed during 1987, consisted of $300, representing aggregate capital contributions of $200 by the former general partners and $100 by the initial Limited Partner. A subsequent offering of limited partnership interests closed on February 22, 1990, with 46,280.3 limited partnership interests ("Interests") having been sold in that offering, resulting in total proceeds to the Partnership, net of underwriting compensation and other offering costs, of $39,358,468.

The Partnership is currently engaged in the business of owning and operating its investment portfolio of commercial real estate properties (the "Properties"). The Properties are leased on a triple net basis to, and operated by, franchisors or franchisees of national, regional, and local retail chains under primarily long-term leases. The lessees are fast food, family style, and casual/theme restaurants. As of December 31, 2022, the Partnership owned eight Properties, which are located in a total of three states.

The Partnership is scheduled to be dissolved on November 30, 2023, or earlier upon the prior occurrence of any of the following events: (a) the disposition of all its Properties; (b) the written determination by the General Partner, that the Partnership's assets may constitute "plan assets" for purposes of ERISA; (c) the agreement of limited partners owning a majority of the outstanding limited partner interests to dissolve the Partnership; or (d) the dissolution, bankruptcy, death, withdrawal, or incapacity of the last remaining General Partner, unless an additional General Partner is elected previously by a majority of the limited partners. During the second and third quarters of the nine odd numbered years from 2001 through 2017, consent solicitations were circulated to the Partnership's limited partners which, if approved by the limited partners, would have authorized the General Partner to initiate the potential sale of all of the Properties and the dissolution of the Partnership (each a "Consent"). Limited partners owning a majority of the outstanding Interests did not vote in favor of any of the Consents. Therefore, the Partnership continues to operate as a going concern.

During the 2020 consent solicitation process, the Limited Partners approved two separate amendments to the Partnership Agreement. The amendments served to: (i) extend the term of the Partnership by three (3) years to November 30, 2023, and (ii) permit the General Partner to effect distributions at times that it deems appropriate, but no less often than semi-annually.

Significant Accounting Policies

Financial Statement Presentation

The accounts of the Partnership are maintained on the accrual basis of accounting for financial statement purposes.

Accounting Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (and disclosure of contingent assets and liabilities) at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant items, subject to such estimates and assumptions, include the carrying value of real estate held for investment.

Cash Equivalents

All highly liquid investments with maturities of three months or less at the date of purchase are classified as cash equivalents.

Cash Concentrations of Credit Risk

The Partnership generally maintains cash in federally insured accounts which, at times, may exceed federally insured limits. The Partnership has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risk.

Financial instruments that potentially subject the Partnership to significant concentrations of credit risk consist primarily of cash investments and leases. As of December 31, 2022, seven of the Partnership's eight Properties are leased to three significant tenants, Wendgusta, LLC ("Wendgusta"), JAI Augusta, LLC ("JAI Augusta") and JAI Hospitality RG, LLC ("JAI Hospitality"), all three of whom are Wendy's restaurant franchisees. The property lease (s) for these three tenants comprised approximately 90% of the Partnership's total 2022 operating base rents reflected for the year ended December 31, 2022.

Rent and Other Receivables

Rents and other receivables are comprised of billed but uncollected amounts due for monthly rents and other charges and amounts due for scheduled rent increases for which rentals have been earned and will be collected in the future under the terms of the leases. Receivables are recorded at management's estimate of the amounts that will be collected.

As of December 31, 2022 and 2021 there were no values for allowance for doubtful accounts based on an analysis of specific accounts and historical experience.

Revenue Recognition

Rental revenue from investment properties is recognized on the straight-line basis over the life of the respective lease when collectability is reasonably assured. Percentage rents are accrued only when the tenant has reached the sales breakpoint stipulated in the lease and collectability is reasonably assured.

Original lease terms for the majority of the leased Properties were generally five to 20 years from their inception. The leases generally provide for minimum rents and additional rents based upon percentages of gross sales in excess of specified breakpoints. The lessee is responsible for occupancy costs such as maintenance, insurance, real estate taxes, and utilities. Accordingly, these amounts are not reflected in the statements of income except in circumstances where, in the General Partner's opinion, the Partnership will be required to pay such costs to preserve its assets (i.e., payment of past-due real estate taxes). Management has determined that the leases are properly classified as operating leases; therefore, rental income is reported when earned on a straight-line basis and the cost of the property, excluding the cost of the land, is depreciated over its estimated useful life.

As of December 31, 2022, the aggregate minimum operating lease payments to be received under the current operating leases for the Properties are as follows:

Year ending December 31,

2023	$	1,241,280
2024		1,241,280
2025		1,241,280
2026		1,228,113
2027		1,107,500
Thereafter		13,201,500
	$	19,260,953

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09 regarding ASC Topic 606, Revenue from Contracts with Customers. This standard was developed to enable financial statement users to better understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The update's core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Entities are to use a five-step contract review model to ensure revenue is recognized, measured and disclosed in accordance with this principle. Those steps include the following: (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to each performance obligation in the contract, and (v) recognize revenue when or as the entity satisfies a performance obligation.

Income Taxes

No provision for federal income taxes has been made, as any liability for such taxes would be that of the individual partners rather than the Partnership. At December 31, 2022, the tax basis of the Partnership's assets exceeded the amounts reported in the December 31, 2022 financial statements by approximately $6,647,606.

The following represents an unaudited reconciliation of net income as stated on the Partnership statements of income to net income for tax reporting purposes:

	2022 (Unaudited)	2021 (Unaudited)
Net income, per statements of income	$ 2,069,792	$ 1,575,407
Book to tax depreciation difference	-	(16,913)
Tax over (under) book gain from asset disposition	16,493	13,217
Book to tax amortization difference	49	11
Prepaid rent	(20,777)	55,602
Penalties	-	80
Net income for tax reporting purposes	$ 2,065,557	$ 1,627,404

The Partnership is not subject to federal income tax because its income and losses are includable in the tax returns of its partners but may be subject to certain state taxes. FASB has provided guidance for how uncertain tax positions should be recognized, measured, disclosed and presented in the financial statements. This requires the evaluation of tax positions taken or expected to be taken in the course of preparing the entity's tax returns to determine whether the tax positions are more-likely-than-not to be sustained when challenged or when examined by the applicable taxing authority. Management has determined that there were no material uncertain income tax positions. Tax returns filed by the Partnership generally are subject to examination by U.S. and state taxing authorities for the years ended after December 31, 2019.

Ohio – Commercial Activities Tax CAT

The Commercial Activity Tax (CAT) is an annual tax imposed on the privilege of doing business in Ohio, measured by gross receipts from business activities in Ohio. Businesses with Ohio taxable gross receipts of $150,000 or more per calendar year are subject to the CAT tax. Such "taxable gross receipts", include i) gross rents and royalties from real property located in Ohio, and ii) gross receipts from the sale of real property located in Ohio. For calendar years 2006 and thereafter, the first $1 million in taxable gross receipts are taxed at $150, thereafter at a rate of 0.2600%. For tax years prior to December 31, 2013, there is an annual minimum tax (AMT) of $150.

The Partnership has gross receipts in excess of $150,000 for the period ended December 31, 2022 so, the CAT tax of $150 is applicable to the Partnership for the period indicated.

Reportable Segments

The Partnership considers its operations to be in only one segment, the operation of a portfolio of commercial real estate leased on a triple net basis, and therefore no segment disclosure is made.

Investment Properties and Properties Held for Sale

Depreciation of the Properties is provided on a straight-line basis over the estimated useful lives of the buildings and improvements.

Deferred charges represent leasing commissions paid when the Properties are leased and upon the negotiated extension of a lease. Leasing commissions are capitalized and amortized over the term of the lease. As of December 31, 2022 and 2021, accumulated amortization amounted to $82,703 and $143,145, respectively. Fully amortized commissions of $102,357 were removed from the balance sheet at the end of 2022.

Deferred tenant award proceeds escrow represents the portion of the award proceeds from the sale of the portion of the Mt. Pleasant, South Carolina property that are being paid to the tenant ratably over 99 months beginning August 1, 2013. The balance of the escrow was refunded to the tenant in 2021.

If the Partnership makes the decision to sell a property, it is reclassed from investment properties to properties held for sale. When properties are considered held for sale, depreciation of the properties is discontinued, and the properties are valued at the lower of the depreciated cost or fair value, less costs to dispose. If circumstances arise that were previously considered unlikely, and, as a result, the property previously classified as held for sale is no longer to be sold, the property is reclassified as held and used. Such property is measured at the lower of its carrying amount (adjusted for any depreciation and amortization expense that would have been recognized had the property been continuously classified as held and used) or fair value at the date of the subsequent decision not to sell.

Assets are classified as held for sale, generally, when all criteria within GAAP applicable to "Accounting for the Impairment or Disposal of Long Lived Assets" have been met.

Property held for sale

The Brakes 4 Less property in Martinez, GA, was listed for sale on July 5, 2022. A signed offer of $890,000 was accepted on September 27, 2021. The sale closed on October 29, 2021 and the Partnership recognized a gain of $484,319.

The Walton Way Property was listed for sale on July 1, 2021 and sold on April 22, 2022 for $1,600,000. The gain on the sale was approximately $1,103,000.

The Martintown Road Property was listed for sale on December 22, 2021 and remains for sale as of December 31, 2022.

The components of property held for sale in the balance sheets as of December 31, 2022 and 2021 are outlined below:

	December 31, 2022	December 31, 2021
Balance Sheet:		
Land	$ 250,859	$ 583,013
Building	409,297	805,956
Accumulated Depreciation	(409,297)	(805,956)
Properties held for sale	$ 250,859	$ 583,013

The Partnership periodically reviews its long-lived assets, primarily real estate, for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The Partnership's review involves comparing current and future operating performance of the assets, the most significant of which is undiscounted operating cash flows, to the carrying value of the assets. Based on this analysis, a provision for possible loss is recognized, if any. There were no adjustments to carrying values for the fiscal years ended December 31, 2022 and 2021.

Fair Value Measurements

FASB guidance on “Fair Value Measurements and Disclosure” defines fair value, establishes a framework for measuring fair value and enhances disclosures about fair value measures required under other accounting pronouncements, but does not change existing guidance as to whether or not an instrument is carried at fair value. See Note 9 for further disclosure.

GAAP applicable to disclosure about fair value of financial instruments requires entities to disclose the fair value of all financial assets and liabilities for which it is practicable to estimate. Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The General Partner believes that the carrying value of the Partnership’s assets (exclusive of the Properties) and liabilities approximate fair value due to the relatively short maturity of these instruments.

2. RECENTLY ISSUED ACCOUNTING PRINCIPLES

None that would have a significant impact on the Partnership.

3. INVESTMENT PROPERTIES:

The total cost of the Properties includes the original purchase price plus acquisition fees and other capitalized costs paid to an affiliate of the former general partners of the Partnership.

As of December 31, 2022, the Partnership owned eight Properties, all of which contained fully constructed fast-food/casual dining restaurant facilities. The following are operated by tenants at the aforementioned eight Properties: seven separate Wendy's restaurants, and an Applebee's restaurant. The Properties are located in a total of three states.

4. PARTNERSHIP AGREEMENT:

The Limited Partnership Agreement, as amended from time to time (collectively, the "Partnership Agreement") was amended, effective as of October 20, 2020, to extend the term of the Partnership to November 30, 2023, or until dissolution prior thereto pursuant to the consent of the majority of the outstanding limited partnership interests.

Under the terms of the Partnership Agreement, net profits or losses from operations are allocated 99% to the limited partners and 1% to the current General Partner. The November 9, 2009 amendment also provided for distributions from Net Cash Receipts, as defined, to be made 99% to limited partners and 1% to the current General Partner, provided that quarterly distributions are cumulative and are not to be made to the current General Partner unless and until each limited partner has received a distribution from Net Cash Receipts in an amount equal to 10% per annum, cumulative simple return on his or her Adjusted Original Capital, as defined, from the Return Calculation Date, as defined, except to the extent needed by the General Partner to pay its federal and state income taxes on the income allocated to it attributable to such year.

The provisions regarding distribution of Net Proceeds, as defined, provide that Net Proceeds are to be distributed as follows: (a) to the limited partners, an amount equal to 100% of their Adjusted Original Capital; (b) then, to the limited partners, an amount necessary to provide each limited partner a liquidation preference equal to a 13.5% per annum, cumulative simple return on Adjusted Original Capital from the Return Calculation Date including in the calculation of such return on all prior distributions of Net Cash Receipts and any prior distributions of Net Proceeds under this clause, except to the extent needed by the General Partner to pay its federal and state income tax on the income allocated to it attributable to such year; and (c) then, to limited partners, 99%, and to the General Partner, 1%, of remaining Net Proceeds available for distribution.

During the 2020 consent solicitation process, the Limited Partners approved two separate amendments to the Partnership Agreement. The amendments served to: (i) extend the term of the Partnership by three (3) years to November 30, 2023, and (ii) permit the General Partner to effect distributions at times that it deems appropriate, but no less often than semi-annually.

5. TRANSACTIONS WITH GENERAL PARTNER AND ITS AFFILIATES:

Pursuant to the terms of the Permanent Manager Agreement (the "PMA") executed in 1993 and renewed for an additional two-year term as of January 1, 2023, the General Partner receives a Base Fee for managing the Partnership equal to four percent of gross receipts, subject to an initial annual minimum amount of $159,000. The PMA also provides that the Partnership is responsible for reimbursement of the General Partner for office rent and related office overhead ("Expenses") up to an initial annual maximum of $13,250. Both the Base Fee and Expense reimbursement are subject to annual Consumer Price Index based adjustments. Effective March 1, 2021, Management has elected to roll back the last five years of CPI increases to their 2016 level and suspend any future CPI adjustments. Therefore, as of March 1, 2021, the minimum annual Base Fee paid by the Partnership was decreased to $272,316 and the maximum annual Expenses reimbursement remained at $23,256.

For purposes of computing the four percent overall fees, gross receipts include amounts recovered in connection with the misappropriation of assets by the former general partners and their affiliates. The fees received from the Partnership on the amounts recovered reduce the four percent minimum fee by that same amount.

Amounts paid and/or accrued to the General Partner and its affiliates for the years ended December 31, 2022 and 2021, are as follows:

	Incurred for the Year ended December 31, 2022		Incurred for the Year ended December 31, 2021	
General Partner				
Management fees	$	272,316	$	274,980
Overhead allowance		23,256		23,256
Leasing commissions		-		222,633
Reimbursement for out-of-pocket expenses		2,500		2,500
Cash distribution		9,560		7,080
	$	307,632	$	530,449

At December 31, 2022 and 2021, $2,090 and $4,533, respectively, were the distributions payable to the General Partner.

6. TRANSACTIONS WITH OWNERS WITH GREATER THAN TEN PERCENT BENEFICIAL INTERESTS:

As of December 31, 2022, an Advisory Board Member, Jesse Small, beneficially owns greater than ten percent of the Partnership's outstanding limited partnership interests. Amounts paid to Mr. Small for the fiscal years ended December 31, 2022 and 2021 are as follows:

	December 31, 2022		December 31, 2021	
Advisory Board Fees paid	$	3,500	$	3,500
	$	3,500	$	3,500

At December 31, 2022 and 2021, there were no outstanding Advisory Board fees accrued and payable to Mr. Small.

7. CONTINGENT LIABILITIES:

According to the Partnership Agreement, TPG, as General Partner of the Partnership, may receive a disposition fee not to exceed three percent of the contract price on the sale of the properties of the Partnership and two affiliated publicly registered limited partnerships, DiVall Insured Income Fund Limited Partnership ("DiVall 1"), which was dissolved December 1998, and DiVall Income Properties 3 Limited Partnership, which was dissolved in December 2003 ("DiVall 3"), and together with the Partnership and DiVall 1, the "three original partnerships"). In addition, fifty percent of all such disposition fees earned by TPG were to be escrowed until the aggregate amount of recovery of the funds misappropriated from the three original partnerships by the former general partners was greater than $4,500,000. Upon reaching such recovery level, full disposition fees would thereafter be payable and fifty percent of the previously escrowed amounts would be paid to TPG. At such time as the recovery exceeded $6,000,000 in the aggregate, the remaining escrowed disposition fees were to be paid to TPG. If such levels of recovery were not achieved, TPG would contribute the amounts escrowed toward the recovery until the three original partnerships were made whole. In lieu of a disposition fee escrow, fifty percent of all such disposition fees previously discussed were paid directly to a restoration account and then distributed among the three original partnerships; whereby the three original partnerships recorded the recoveries as income. After the recovery level of $4,500,000 was exceeded, fifty percent of the total disposition fee amount paid to the three original partnerships recovery through the restoration account (in lieu of the disposition fee escrow) was refunded to TPG during March 1996. The remaining fifty percent amount allocated to the Partnership through the restoration account, and which was previously reflected as Partnership recovery income, may be owed to TPG if the $6,000,000 recovery level is met. As of December 31, 2022, the Partnership may owe TPG $16,296 if the $6,000,000 recovery level is achieved. TPG does not expect any future refund, as it is uncertain that such a $6,000,000 recovery level will be achieved.

As per the Partnership Agreement, it has been the consistent practice of the Partnership to compensate the General Partner ("G.P.") for leasing and property sales commissions. To the extent a particular property is sold, any unamortized leasing commissions earned previously by the G.P. for a property is applied as a reduction to the sales commission due the G.P.

During 2021, six (6) Wendy's leases were extended twenty (20) years through 2040 with significant increases in fixed rents. Such extended terms and future rentals are subject to market leasing commissions for the G.P. not to exceed 3%, subject to the G.P.'s discretion.

Although the lease terms were extended twenty (20) years through December 31, 2040 and a 3% commission would equate to $609,138 on guaranteed fixed rentals, the G.P. believes a market negotiation would limit any lease commission to the first 10 years of term. Accordingly, the commission for ten (10) years would equate to $304,569 payable on the commencement date of the extended term as of January 1, 2021. However, it is the policy of the Partnership to reduce extended commissions due by the unamortized balance of deferred leasing commissions previously paid. In the instant case, the unamortized balance remaining at December 31, 2020 for the previous term through November 6, 2026 for the six (6) properties was $81,935; which reduces the commission due on January 1, 2021 to $222,634. Again, however, it is the policy of the Partnership to reduce future sales commissions earned from property sales by the unamortized balance of related properties unamortized leasing commissions. If these properties are sold in two years the only amortized commission would be $44,526 and the balance paid of $178,108 would reduce the future property sales commissions earned by $178,108. The Partnership made installment payments to the G.P. during 2021 to satisfy the obligation.

8. PMA INDEMNIFICATION TRUST:

The PMA provides that TPG will be indemnified from any claims or expenses arising out of, or relating to, TPG serving as the General Partner, so long as such claims do not arise from fraudulent or criminal misconduct by TPG. The PMA provides that the Partnership fund this indemnification obligation by establishing a reserve of up to $250,000 of Partnership assets which would not be subject to the claims of the Partnership's creditors. An Indemnification Trust ("Trust") serving such purposes has been established at United Missouri Bank, N.A. The corpus of the Trust has been fully funded with Partnership assets. Funds are invested in U.S. Treasury securities. In addition, $230,139 of earnings has been credited to the Trust as of December 31, 2022. The rights of TPG to the Trust will be terminated upon the earliest to occur of the following events: (i) the written release by TPG of any and all interest in the Trust; (ii) the expiration of the longest statute of limitations relating to a potential claim which might be brought against TPG and which is subject to indemnification; or (iii) a determination by a court of competent jurisdiction that TPG shall have no liability to any person with respect to a claim which is subject to indemnification under the PMA. At such time as the indemnity provisions expire or the full indemnity is paid, any funds remaining in the Trust will revert back to the general funds of the Partnership.

9. FAIR VALUE DISCLOSURES:

The Partnership has determined the fair value based on hierarchy that gives the highest priority to quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Inputs are broadly defined as assumptions market participants would use in pricing an asset or liability. The three levels of the fair value hierarchy under the accounting principle are described below:

Level 1. Quoted prices in active markets for identical assets or liabilities.

Level 2. Quoted prices for similar investments in active markets, quoted prices for identical or similar investments in markets that are not active, and inputs other than quoted prices that are observable for the investment.

Level 3. Unobservable inputs for which there is little, if any, market activity for the investment. The inputs into the determination of fair value are based upon the best information in the circumstances and may require significant management judgment or estimation and the use of discounted cash flow models to value the investment.

The fair value hierarchy is based on the lowest level of input that is significant to the fair value measurements. The Partnership's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment. The assets held in the indemnification trust account are invested in one year treasury bills which are measured using level 1 fair value inputs.

Except for the U.S. Treasury securities held by the PMA Indemnification Trust which are Level 1 securities, the Partnership did not have any assets or liabilities measured at fair value on a recurring or nonrecurring basis at December 31, 2022 and 2021.

10. SUBSEQUENT EVENTS

On February 15, 2023, the Partnership made a distribution to the limited partners of $475,000 in the aggregate, which amounted to $10.26 per Interest.

On March 17, 2023, the Partnership signed a sale agreement to sell the Martintown Road property for $1,350,000. The sale is expected to close on or about March 31, 2023.

We have reviewed all material events through the date of this report in accordance with ASC 855-10.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

See Item 14.

Item 9A. Control and Procedures

Disclosure Controls and Procedures.

Under the supervision and with the participation of management, including the persons performing the functions of principal executive officer and principal financial officer of the Partnership, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15I under the Securities Exchange Act of 1934 (the "Exchange Act")), and, based upon that evaluation, concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and that such information is accumulated and communicated to management in a manner that allows timely decisions regarding required disclosure.

(b) Internal Control Over Financial Reporting. The General Partner, through its management, is responsible for establishing and maintaining adequate internal control over our financial reporting, as defined in Rule 13a-15(f) under the Exchange Act, and for performing an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2022. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with US GAAP. Our system of internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with US GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management of the General Partner; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Management of the General Partner performed an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2022 based upon criteria in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on our assessment, management of the General Partner determined that our internal control over financial reporting was effective as of December 31, 2022 based on the criteria in Internal Control-Integrated Framework (2013) issued by the COSO.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

(ii) During the most recent period covered by this report, there has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

PART III

Item 10. Directors and Executive Officers of the Registrant

The Partnership itself does not have any employees, executive officers or directors and, therefore, has no board committees.

The General Partner of the Partnership is TPG. TPG's principal office is located at 1900 W 75th Street, Suite 100, Prairie Village, Kansas 66208. TPG was elected General Partner by vote of the Limited Partners effective on May 26, 1993. Prior to such date, TPG had been managing the Partnership since February 8, 1993, under the terms of the PMA, which remains in effect. See Items 1 and 13 hereof for additional information about the PMA and the election of TPG as General Partner.

The executive officer and director of the General Partner who controls the affairs of the Partnership is:

Bruce A. Provo, Age –72 - President, Founder and Director, TPG.

Mr. Provo has been involved in the management of real estate and other asset portfolios since 1979. TPG was founded by Mr. Provo in 1985 and he has served as its President since its formation. TPG's focus has been to provide professional real estate services to outside clients. Since the founding of TPG in 1985, Mr. Provo has also founded various entities engaged in unique businesses such as Rescue Services, Owner Representation, Asset Management, Managed Financial and Accounting Systems, Investments, and Virtual Resort Services. The entities are generally grouped under an informal umbrella known as The Provo Group of Companies. Since TPG was appointed General Partner to the Partnership in 1993, Mr. Provo has been primarily responsible for making management, leasing and disposition decisions on behalf of the Partnership.

From 1982 to 1986, Mr. Provo also served as President and Chief Operating Officer of the North Kansas City Development Company ("NKCDC"), North Kansas City, Missouri. NKCDC was founded in 1903 and the assets of the company were sold in December 1985 for $102,500,000. NKCDC owned commercial and industrial properties, including an office park and a retail district, as well as apartment complexes, motels, recreational facilities, fast food restaurants, and other properties. NKCDC's holdings consisted of over 100 separate properties and constituted approximately 20% of the privately held real property in North Kansas City, Missouri (a four-square mile municipality). Following the sale of the company's real estate, Mr. Provo served as the President, Chief Executive Officer and Liquidating Trustee of NKCDC from 1986 to 1991.

Mr. Provo graduated from Miami University, Oxford, Ohio in 1972 with a B.S. in Accounting. He became a Certified Public Accountant in 1974 and was a manager in the banking and financial services division of Arthur Andersen LLP prior to joining Rubloff Development Corporation in 1979. From 1979 through 1985, Mr. Provo served as Vice President - Finance and then as President of Rubloff Development Corporation.

The members of the Advisory Board of the Partnership are identified below. The Advisory Board provides guidance to management of the Partnership; however, it does not have the express power or authority to oversee and direct the operations of the Partnership and its members are not deemed "Directors" or "Executive Officers" of the Partnership.

Jesse Small – CPA. Mr. Small has been a tax and business consultant in Hallandale, FL for more than 30 years. Mr. Small has a Master's Degree in Economics. Mr. Small is a Limited Partner, and the Partnership believes that as an Advisory Board member, he generally represents the views of Limited Partners. During the past five years after retiring from the accounting profession, Mr. Small has been developing property on the east and west coast of Florida.

Albert Kramer - Retired. Mr. Kramer is now retired, but previously worked as Tax Litigation Manager for Phillips Petroleum Company, now known as ConocoPhillips. His education includes undergraduate and MBA degrees from Harvard and a J.D. Degree from South Texas College of Law. Mr. Kramer is a Limited Partner, and the Partnership believes that as an Advisory Board member he generally represents the views of Limited Partners.

Code of Ethics

The Partnership has no executive officers or any employees and, accordingly, has not adopted a formal code of ethics.

Mr. Provo and TPG require that all personnel, including all employees, officers and directors of TPG: engage in honest and ethical conduct; ensure full, fair, accurate, timely and understandable disclosure; comply with all applicable governmental laws, rules and regulations; and report to Mr. Provo any deviation from these principles. Because TPG has two employees (including Mr. Provo), and because Mr. Provo is the ultimate decision maker in all instances, TPG has not adopted a formal code of ethics. Mr. Provo, as Chief Executive Officer and Chairman of the Board of Directors of TPG, negotiates and resolves all conflicts to the best of his ability and determines appropriate actions if necessary to deter violations and promote accountability, consistent with his fiduciary obligations to TPG and the fiduciary obligations of TPG to the Partnership.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires persons performing the functions of directors, executive officers, and persons who beneficially own more than ten percent of a registered class of our equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Executive officers, directors and greater than ten percent stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based solely upon a review of Forms 3 and 4 and amendments thereto furnished to us under Rule 16I (e) during the fiscal year ended December 31, 2022, Forms 5 and any amendments thereto furnished to us with respect to the fiscal year ended December 31, 2022, and the representations made by the reporting persons to us, we believe that during the fiscal year ended December 31, 2022, our executive officers and directors and all persons who own more than ten percent of a registered class of our equity securities complied with all Section 16(a) filing requirements.

Item 11. Executive Compensation

The Partnership has not paid any executive compensation to the General Partner or to the directors and officers of the General Partner. The person that performs the role of principal financial officer of the Partnership is a consultant to the General Partner and receives fees from the General Partner (but not directly from the Partnership) pursuant to that relationship. The General Partner's participation in the income of the Partnership is set forth in the Partnership Agreement, as amended. The General Partner received management fees and expense reimbursements during the year.

See Item 13, below, and Note 5 to the Financial Statements in Item 8 hereof for further discussion of payments by the Partnership to the General Partner and the former general partners. The principal executive officer of the General Partner is not directly compensated by the Partnership for controlling the affairs of the Partnership.

Item 12. Security Ownership of Certain Beneficial Owners and Management

(a) The following table sets forth certain information with respect to such beneficial ownership of the Partnership as of March 1, 2023. Based on information known to the Partnership or filed by limited partners with the SEC, the following persons are known to beneficially own 5% or more of the outstanding Interests as follows:

Title of Class	Name and Address of Beneficial Owner	Interests Beneficially Owned	Percentage of Interests Outstanding (1)
Limited Partnership Interest	Jesse Small 401 NW 10^{th} Terrace Hallandale, FL33009	7,519.94	16.25%
Limited Partnership Interest	Ira Gaines 1819 E. Morten Ave. Suite 180 Phoenix, AZ 85020	4,160.03	8.99%
Limited Partnership Interest	Barry Zemel 1819 E. Morten Ave. Suite 180	2,882.20	6.23%

(1) Based on 46,280.3 Interests outstanding as of March 1, 2023.

(b) As of March 1, 2023, the General Partner and the person who performs the functions of the principal executive officer of the General Partner did not beneficially own any Interests.

(c) Management knows of no contractual arrangements, the operation or the terms of which may at a subsequent date result in a change of control of the Partnership, except for provisions in the PMA.

Item 13. Certain Relationships and Related Transactions and Director Independence

Pursuant to the terms of the PMA, the General Partner receives a Base Fee for managing the Partnership equal to four percent of gross receipts, subject to a $159,000 minimum, annually. The PMA also provides that the Partnership is responsible for reimbursement for office rent and related office overhead (“Expenses”) up to a maximum of $13,250 annually. Both the Base Fee and Expense reimbursement are subject to annual Consumer Price Index based adjustments. Effective March 1, 2021, Management has elected to roll back the last five years of CPI increases to their 2016 level and suspend any future CPI adjustments. Therefore, as of March 1, 2021, the minimum annual Base Fee paid by the Partnership was decreased to $272,316 and the maximum annual Expenses reimbursement remained at $23,256.

Additionally, TPG, or its affiliates, are allowed up to one-half of the commissions customarily charged by other brokers in arm’s-length sales transactions involving comparable properties in the same geographic area, but such TPG commissions are not to exceed three percent of the contract price on the sale of an investment property. The payment of a portion of such fees is subordinated to TPG’s success at recovering the funds misappropriated by the former general partners. See Note 7 to the financial statements for further information.

The PMA had an original expiration date of December 31, 2002. The term of the PMA has been extended multiple times and is currently set to expire on December 31, 2024. The PMA can be terminated earlier (a) by a vote at any time by a majority in interest of the Limited Partners, (b) upon the dissolution and winding up of the Partnership, (c) upon the entry of an order of a court finding that TPG has engaged in fraud or other like misconduct or has shown itself to be incompetent in carrying out its duties under the Partnership Agreement, or (d) upon sixty (60) days written notice from TPG to the Limited Partners of the Partnership. Upon termination of the PMA, other than by the voluntary action of TPG, TPG will be paid a termination fee of one month’s Base Fee allocable to the Partnership, subject to a minimum of $13,250. In the event that TPG is terminated by action of a substitute general partner, TPG shall also receive, as part of this termination fee, 4% of any proceeds recovered with respect to the obligations of the former general partners, whenever such proceeds are collected.

Under the PMA, TPG will be indemnified by the Partnership, DiVall and Magnuson, and their controlled affiliates, and held harmless from all claims of any party to the Partnership Agreement and from any third party including, without limitation, the Limited Partners of the Partnership, for any and all liabilities, damages, costs and expenses, including reasonable attorneys’ fees, arising from or related to claims relating to or arising from the PMA or its status as Permanent Manager. The indemnification does not extend to claims arising from fraud or criminal misconduct of TPG as established by court findings. To the extent possible, the Partnership is to provide TPG with appropriate errors and omissions, officer’s liability or similar insurance coverage, at no cost to TPG. In addition, TPG was granted the right to establish an Indemnification Trust in an original amount, not to exceed $250,000, solely for the purpose of funding such indemnification obligations. Once a determination has been made that no such claims can or will be made against TPG, the balance of the Trust will become unrestricted property of the Partnership. The corpus of the Trust has been fully funded with Partnership assets.

Advisory Board Member Independence

Although not “directors” or “officers” of the Partnership, the Partnership does evaluate whether the members of the Advisory Board are “independent” by evaluating whether each member has any relationships or has engaged in any transactions that, in the opinion of the General Partner, would interfere with any Advisory Board member’s exercise of independent judgment with respect to matters concerning the Partnership. As a part of this evaluation the General Partner considers, among other things, transactions and relationships between any member of the Advisory Board or any member of his family and the Partnership. The General Partner believes that each of Messrs. Small and Kramer are “independent”.

The Partnership paid and/or accrued the following to the General Partner and its affiliates in 2022 and 2021:

	Incurred for the Year ended December 31, 2022	Incurred for the Year ended December 31, 2021
General Partner		
Management fees	$ 272,316	$ 274,980
Overhead allowance	23,256	23,256
Leasing commissions	-	222,633
Reimbursement for out-of-pocket expenses	2,500	2,500
Cash distribution	9,560	7,080
	$ 307,632	$ 530,449

Item 14. Principal Accountant Firm Fees and Services

Audit Fees

Aggregate billings for the fiscal year ended December 31, 2022 and 2021, for audit and interim review services provided to the Partnership by its principal accounting firm, Boulay PLLP amounted to $48,573 and $41,336, respectively.

Audit-Related Fees

For the fiscal years ended December 31, 2022 and 2021, Boulay PLLP did not perform any assurance and related services that were reasonably related to the performance of the audit or interim reviews.

Tax Fees

Aggregate billings for the fiscal year ended December 31, 2022 and 2021, for tax preparation services provided to the Partnership by its principal accounting firm, Boulay PLLP amounted to $32,028 and $35,020, respectively.

All Other Fees

For the fiscal years ended December 31, 2022 and 2021, Boulay PLLP did not perform any management consulting or other services for the Partnership.

PART IV

Item 15. Exhibits and Financial Statement Schedule

(a) 1. Financial Statements

The following financial statements of DiVall Insured Income Properties 2 Limited Partnership are included in Part II, Item 8 of this Annual Report on Form 10-K:

Report of Independent Registered Public Accounting Firm

Balance Sheets at December 31, 2022 and 2021

Statements of Income for the Years Ended December 31, 2022 and 2021

Statements of Partners' Capital for the Years Ended December 31, 2022 and 2021

Statements of Cash Flows for the Years Ended December 31, 2022 and 2021

Notes to Financial Statements

2. Financial Statement Schedule

Schedule III – Investment Properties and Accumulated Depreciation, December 31, 2022

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instruction or are inapplicable and, therefore, have been omitted.

3. Listing of Exhibits

3.1 Agreement of Limited Partnership dated as of November 20, 1987, amended as of November 25, 1987, and February 20, 1988, filed as Exhibit 3A to Amendment No. 1 to the Partnership's Registration Statement on Form S-11 as filed on February 22, 1988, and incorporated herein by reference.

3.2 Amendments to Amended Agreement of Limited Partnership dated as of June 21, 1988, included as part of Supplement dated August 15, 1988, filed under Rule 424(b)(3), and incorporated herein by reference.

3.3 Amendment to Amended Agreement of Limited Partnership dated as of February 8, 1993, filed as Exhibit 3.3 to the Partnership's 10-K for the year ended December 31, 1992, Commission File 0-17686, and incorporated herein by reference.

3.4 Amendment to Amended Agreement of Limited Partnership dated as of May 26, 1993, filed as Exhibit 3.4 to the Partnership's 10-K for the year ended December 31, 1993, Commission File 0-17686, and incorporated herein by reference.

3.5 Amendment to Amended Agreement of Limited Partnership dated as of June 30, 1994, filed as Exhibit 3.5 to the Partnership's 10-K for the year ended December 31, 1994, Commission File 0-17686, and incorporated herein by reference.

3.6 Amendment to Amended Agreement of Limited Partnership dated as of November 9, 2009, filed as Exhibit 4.1 to the Partnership Quarterly Report on Form 10-Q filed November 12, 2009, Commission File 0-17686, and incorporated herein by reference.

3.7 Amendment to Amended Agreement of Limited Partnership dated as of October 22, 2021, filed as Exhibit 4.7 to the Partnership Quarterly Report on Form 10-Q filed November 13, 2021, Commission File 0-17686, and incorporated herein by reference.

3.8 Certificate of Limited Partnership dated November 20, 1987. Commission File 0-17686, filed March 22, 2013, and incorporated herein by reference.

4.1	Description of Securities
10.0	Permanent Manager Agreement filed as an exhibit to the Current Report on Form 8-K dated January 22, 1993, Commission File 33-18794, and incorporated herein by reference.
10.1	Amended and Restated Restaurant Absolutely Net Lease, Wendy's Restaurant, 1901 Whiskey Road, Aiken, South Carolina, filed as exhibit 10.1 to the Current Report on Form 8-K dated April 28, 2021, Commission File 0-17686, and incorporated herein by reference.
10.2	Amended and Restated Restaurant Absolutely Net Lease, Wendy's Restaurant, 1901 Whiskey Road, Aiken, South Carolina, filed as exhibit 10.2 to the Current Report on Form 8-K dated April 28, 2021, Commission File 0-17686, and incorporated herein by reference.
10.3	Amended and Restated Restaurant Absolutely Net Lease, Wendy's Restaurant, 1901 Whiskey Road, Aiken, South Carolina, filed as exhibit 10.3 to the Current Report on Form 8-K dated April 28, 2021, Commission File 0-17686, and incorporated herein by reference.
10.4	Amended and Restated Restaurant Absolutely Net Lease, Wendy's Restaurant, 361 Highway 17 Bypass, Mt. Pleasant, South Carolina, filed as exhibit 10.1 to the Current Report on Form 8-K dated July 28, 2021, Commission File 0-17686, and incorporated herein by reference.
10.5	Amended and Restated Restaurant Absolutely Net Lease, Wendy's Restaurant, 343 Folly Road, Charleston, South Carolina, filed as exhibit 10.2 to the Current Report on Form 8-K dated July 28, 2021, Commission File 0-17686, and incorporated herein by reference.
10.6	Amended and Restated Restaurant Absolutely Net Lease, Wendy's Restaurant,1721 Sam Rittenberg, Charleston, South Carolina, filed as exhibit 10.3 to the Current Report on Form 8-K dated July 28, 2021, Commission File 0-17686, and incorporated herein by reference.
16.1	Letter from RBSM, LLP to the U.S. Securities and Exchange Commission dated June 18, 2019, filed as exhibit 16.1 to the Current Report on Form 8-K dated June 13, 2019, Commission File 0-017686, and incorporated herein by reference.
31.1	Sarbanes Oxley Section 302 Certifications.
31.2	Sarbanes Oxley Section 302 Certifications.
32.1	Certification of Periodic Financial Report Pursuant to 18 U.S.C. Section 1350.
99.0	Reviewed Financial Statements of Wendgusta, LLC for the fiscal years ended December 25, 2022 and December 26, 2021 prepared by Vrona & Van Schuyler, CPAs, PLLC.
99.1	Internal Financial Statements of JAI Hospitality RG, LLC for the fiscal years ended January 1, 2023 and January 2, 2022.
99.2	Internal Financial Statements of JAI Augusta, LLC for the fiscal year ended January 1, 2023.
101	The following materials from the Partnership's Annual Report on Form 10-K for the year ended, formatted in XBRL (Extensible Business Reporting Language): (i) Balance Sheets at December 31, 2022 and December 31, 2021, (ii) Statements of Income for the years ended December 31, 2022 and 2021, (iii) Statement of Cash Flows for the years ended December 31, 2022 and 2021, and (iv) Notes to the Financial Statements.

Item 16. Form 10-K Summary

None.

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP
SCHEDULE III – INVESTMENT PROPERTIES AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2022

Property	Encumbrances	Initial Cost to Partnership: Land	Initial Cost to Partnership: Building and Improvements	Costs Capitalized Subsequent to Acquisitions	Gross Amount at which Carried at End of Year: Land	Gross Amount at which Carried at End of Year: Building and Improvements	Gross Amount at which Carried at End of Year: Total	Accumulated Depreciation	Date of Construction	Date Acquired	Life on which Depreciation in latest statement of operations is computed (years)
Augusta, GA (1)	$ -	$ 215,416	$ 434,176	$ -	$ 213,226	$ 434,176	$ 647,402	$ 434,176	-	12/22/1988	31.5
Charleston, SC	-	273,619	323,162	-	273,619	323,162	596,781	323,162	-	12/22/1988	31.5
Aiken, SC	-	402,549	373,795	-	402,549	373,795	776,344	373,795	-	2/21/1989	31.5
Mt. Pleasant, SC (2)	-	286,060	294,878	-	252,069	294,878	546,947	294,878	-	2/21/1989	31.5
Charleston, SC	-	273,625	254,500	-	273,625	254,500	528,125	254,500	-	2/21/1989	31.5
Aiken, SC	-	178,521	455,229	-	178,521	455,229	633,750	455,229	-	3/14/1989	31.5
North Augusta, SC (3)	-	250,859	409,297	-	250,859	409,297	660,156	409,297	-	12/29/1989	31.5
Columbus, OH	-	351,325	708,141	-	351,325	708,141	1,059,466	708,141	-	6/1/1990	31.5
	$ -	$2,231,974	$ 3,253,178	$ -	$2,195,793	$ 3,253,178	$5,448,971	$ 3,253,178			

(1) In the Fourth Quarter of 2001, a portion of the land was purchased from the Partnership by the County Commission for utility and maintenance easement.

(2) In the Third Quarter of 2013, a portion of the land was sold to the City of Charleston for right of way purposes.

(3) In the Fourth Quarter of 2021, the Martintown Rd, North Augusta, SC property was classified as held for sale.

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

SCHEDULE III – INVESTMENT PROPERTIES AND ACCUMULATED DEPRECIATION

DECEMBER 31, 2022
(B) Reconciliation of "Investment Properties and Accumulated Depreciation":

Investment Properties	Year Ended December 31, 2022	Year Ended December 31, 2021	Accumulated Depreciation	Year Ended December 31, 2022	Year Ended December 31, 2021
Balance at beginning of year	$ 4,788,815	$ 6,811,534	Balance at beginning of year	$ 2,843,881	$ 3,985,582
			Additions charged to costs and expenses	-	31,831
Deletions:			Deletions:		
Sale of Martinez, GA property in 2021		(633,750)	Sale of Martinez, GA property in 2021		(367,576)
Sale of Walton Way property in 2022		(728,813)	Sale of Walton Way property in 2022		(396,659)
Martintown Rd - Held for sale		(660,156)	Martintown Rd - Held for sale		(409,297)
Balance at end of year	$ 4,788,815	$ 4,788,815	Balance at end of year	$ 2,843,881	$ 2,843,881

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DIVALL INSURED INCOME PROPERTIES 2, L.P.

By: */s/ Bruce A. Provo*
President, Chief Executive Officer and Director of The Provo Group, Inc., the General Partner of the Partnership
(principal executive officer of the registrant)

By: */s/ Lynette L. DeRose*
Chief Financial Officer of the Partnership
(principal financial officer and principal accounting officer of the registrant)

By: THE PROVO GROUP, INC., General Partner

By: */s/ Bruce A. Provo*
President, Chief Executive Officer and
Director of The Provo Group, Inc., the General Partner of the Partnership
(principal executive officer of the registrant)

Dated: March 24, 2023

Pursuant to the requirements of the Securities Exchange Act of 1934, the report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: */s/ Bruce A. Provo*
President, Chief Executive Officer and Director of The Provo Group, Inc., the General Partner of the Partnership

By: */s/ Caroline E. Provo*
Director of The Provo Group, Inc., the General
Partner of the Partnership

Date: March 24, 2023

Exhibit 4.1

DESCRIPTION OF DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP'S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

DiVall Insured Income Properties 2 Limited Partnership, a Wisconsin limited partnership ("***DiVall***" or the "***Partnership***"), has one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended: limited partnership interests in the Partnership ("***Units***").

*The following is a summary of the rights of the holders of Units. This summary should be read in conjunction with, and is qualified in its entirety by, the related provisions of the Agreement of Limited Partnership dated November 25, 1987, as amended from time to time (the "**Partnership Agreement**"), which is incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this Exhibit 4.1 is an exhibit; and applicable Wisconsin law, including the Wisconsin Uniform Limited Partnership Act. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Partnership Agreement.*

Limited Partnership Interests

Units represent limited partnership interests in the Partnership that entitle the holders thereof to the rights and privileges specified to Limited Partners in our Partnership Agreement, including the right to participate in distributions. The Units are registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended. As of December 31, 2022, there were 46,280.3 Units issued and outstanding held by 1,125 Limited Partners of record. The Partnership has no other class of securities authorized or outstanding. The Units are not listed for trading on any exchange.

Distributions to Partners; Allocations

The Partnership Agreement provides for net income and loss of the Partnership to be allocated on a quarterly basis, 99% to the Limited Partners and 1% to the General Partner.

The Partnership Agreement provides for the distribution of net cash receipts and net proceeds to the limited partners and General Partner at times that the General Partner deems appropriate, but no less often than semi-annually, subject to the limitations on distributions Partner described in the Partnership Agreement. In general, distributions from Net Proceeds (as defined) are distributed first to the Limited Partners in an amount equal to 100% of their Adjusted Original Capital, then an amount necessary to provide each Limited Partner a liquidation preference from the Return Calculation Date (as defined) and giving effect to prior distributions of net cash receipts and any distributions of Net Proceeds (except for distribution amounts deemed appropriate by the General Partner to pay its federal and state income tax on the income allocated to the General Partner attributable to such year), and then 99% to the Limited Partners and 1% to the General Partner.

Capital Contributions

Limited Partners are not required to make additional capital contributions to the Partnership and are not subject to mandatory future capital calls.

General Partner

The Provo Group, Inc. (the "***General Partner***"), is the general partner of the Partnership. The General Partner has broad discretion to manage the Partnership and its affairs, including to cause the Partnership to acquire interests in real property assets, manage and operate Partnership properties, sell, lease and dispose of Partnership properties, borrow funds from financial institutions on behalf of the Partnership, make tax elections, and admit additional Limited Partners. The Partnership Agreement imposes certain restrictions on the General Partner with respect to the operation of the Partnership, including restrictions on causing the Partnership to engage in certain transactions with the General Partner or its affiliates or to receive loans from the Partnership. In addition, the Partnership Agreement imposes various affirmative duties on the General Partner. The General Partner is not required to manage the Partnership as its sole and exclusive function and is permitted to have other business interests and may engage in other activities to those relating to the Partnership. The Partnership Agreement provides, subject to certain requirements that the General Partner may be due certain fees, such as a disposition fee upon the sale of Partnership properties. The General Partner is indemnified from any claims or expenses arising out of, or relating to, serving as the General Partner, so long as such claims do not arise from fraudulent or criminal misconduct by the General Partner.

In addition to the General Partner, the Partnership Agreement provides for an advisory committee with that committee to review and advise on matters such as operational policies and practices of the Partnership, extraordinary transactions, transactions that may be present a conflict of interest, any compensation due the General Partner and to serve as the equivalent of an audit committee.

Voting Rights

Subject to certain limitations and requirements in the Partnership Agreement, the General Partner has the sole and exclusive right and power to manage and operate the business of the Partnership. However, the Units entitle the holder to vote on all matters submitted to a vote of Unit Holders. The Partnership Agreement provides Limited Partners with certain limited voting rights. For example, the Limited Partners, by a vote of Limited Partners holding a majority of the then outstanding Units, are required to approve certain actions, such as: the removal of the General Partner or the admission of a new General Partner; the extension of the Partnership's term; the dissolution of the Partnership; subject to certain limitations, amendments to the Partnership Agreement; the sale of all or substantially all of the Partnership's assets; and certain transactions the Partnership may seek to engage in or effect.

No Withdrawal or Dissolution; Restrictions on Transfer

No Limited Partner may at any time withdraw from the Partnership, except as provided in the Partnership Agreement, and no Limited Partner currently has the right to have the Partnership dissolved or the right to a return of any contribution to the capital of the Partnership.

The Partnership Agreement imposes various restrictions and requirements on a Limited Partner's right to sell, transfer or assign their Units. Among the restrictions is that any proposed transfer must be effected in accordance with limitations that will not result in the termination of the Partnership under the Internal Revenue Code.

Term

The Partnership Agreement currently provides the term of the Partnership extends until November 30, 2023.

Exhibit 31.1

DIVALL INSURED INCOME PROPERTIES 2
LIMITED PARTNERSHIP

CERTIFICATIONS

I, Lynette L. DeRose, certify that:

1. I have reviewed this annual report on Form 10-K of DiVall Insured Income Properties 2 Limited Partnership;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 24, 2023

By: */s/ Lynette L. DeRose*
Chief Financial Officer of the Partnership
(principal financial officer of the registrant)

Exhibit 31.2

DIVALL INSURED INCOME PROPERTIES 2
LIMITED PARTNERSHIP

CERTIFICATIONS

I, Bruce A. Provo, certify that:

1. I have reviewed this annual report on Form 10-K of DiVall Insured Income Properties 2 Limited Partnership;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 24, 2023

By: */s/ Bruce A. Provo*
President, and Chief Executive Officer of The Provo Group, Inc., the General Partner of the Partnership
(principal executive officer of the registrant)

Exhibit 32.1

**DIVALL INSURED INCOME PROPERTIES 2
LIMITED PARTNERSHIP**

**Certification of Periodic Financial Report
Pursuant to 18 U.S.C. Section 1350**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned principal executive officer and principal financial officer of Divall Insured Income Properties 2 Limited Partnership (the "Company") certify that the Annual Report on Form 10-K of the Company for the period ended December 31, 2022 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 24, 2023

By: */s/ Lynette L. DeRose*
Chief Financial Officer of the Partnership
(principal financial officer of the registrant)

By: */s/ Bruce A. Provo*
President, and Chief Executive Officer of The Provo Group, Inc., the General Partner of the Partnership
(principal executive officer of the registrant)

This certification is made solely for the purpose of 18 U.S.C. Section 1350, subject to the knowledge standard contained therein, and not for any other purpose.

Wendgusta
STATEMENT OF FINANCIAL CONDITION
As of December 25, 2022
UNAUDITED

	CURRENT YEAR	LAST YEAR
CURRENT ASSETS		
CASH ON HAND	4,500.00	13,400.00
CASH IN BANKS - OPERATING	926,256.33	1,791,926.09
PREPAID EXPENSES AND TAXES	4,624.54	209.46
MISC RECEIVABLES	(8,884.30)	(4,398.90)
INVENTORY	96,955.61	159,855.05
TOTAL CURRENT ASSETS	**1,023,452.18**	**1,960,991.70**
PROPERTY AND EQUIPMENT		
AUTOMOBILE	13,823.00	13,823.00
RESTAURANT EQUIPMENT	1,893,493.37	4,431,652.97
LAND IMPROVEMENTS	147,816.40	449,046.84
CONSTRUCTION IN PROGRESS	0.00	6,990.00
LEASEHOLD IMPROVEMENTS	1,469,603.59	3,261,329.93
ACCUMULATED DEPRECIATION	(3,270,364.19)	(7,476,517.55)
TOTAL PROPERTY AND EQUIPMENT	**254,372.17**	**686,325.19**
OTHER ASSETS		
DEPOSITS	25,753.84	24,979.45
INTANGIBLE ASSETS - TECH ASSIST FEE	53,278.96	125,452.57
INTANGIBLE ASSETS - GOODWILL/START UP	0.00	178,099.20
TOTAL OTHER ASSETS	**79,032.80**	**328,531.22**
TOTAL ASSETS	**1,356,857.15**	**2,975,848.11**

Wendgusta
STATEMENT OF FINANCIAL CONDITION
As of December 25, 2022
UNAUDITED

	CURRENT YEAR	LAST YEAR
CURRENT LIABILITIES		
NOTES PAYABLE - CURRENT PORTION	0.00	70,827.21
ACCOUNTS PAYABLE	195,185.45	237,375.09
ACCRUED EXPENSES	653,655.58	807,621.24
PAYROLL TAXES AND OTHER TAXES PAYABLE	56,731.59	143,598.12
WNAP/DELV ACCRUAL	69,602.94	150,112.00
DEFERRED CREDIT	37,068.51	68,353.48
TOTAL CURRENT LIABILITIES	**1,012,244.07**	**1,477,887.14**
LONG TERM DEBT		
L/T NOTES PAYABLE		
L/T NOTE PAYABLE LOAN 1	0.00	267,956.95
L/T NOTE PAYABLE	0.00	289,179.37
L/T NOTES PAYABLE	0.00	557,136.32
L/T LESS CURRENT MATURITIES	0.00	(70,827.21)
L/T DEFFERED CONTRACT DEBT	127,298.20	167,284.00
TOTAL LONG TERM DEBT	**127,298.20**	**653,593.11**
LIABILITIES	**1,139,542.27**	**2,131,480.25**
SHAREHOLDER'S EQUITY		
COMMON STOCK	2,163,815.00	2,189,425.00
TREASURY STOCK	(6,456,600.00)	(1,098,600.00)
ADDITIONAL PAID IN CAPITAL	4,977,499.00	4,977,499.00
RETAINED EARNINGS	(5,223,956.14)	(4,464,133.48)
(LESS) DIVIDENDS DRAWINGS	(5,826,439.79)	(2,954,974.74)
NET INCOME/LOSS	10,582,996.81	2,195,152.08
TOTAL SHAREHOLDER'S EQUITY	**217,314.88**	**844,367.86**
LIABILITIES & EQUITY	**1,356,857.15**	**2,975,848.11**

Wendgusta
STATEMENT OF EARNINGS
As of December 25, 2022
UNAUDITED

	CURRENT MTD	% T SALES	LAST YEAR MTD	% T SALES	$ Var	CURRENT YTD	% T SALES	LAST YEAR YTD	% T SALES	$ Var
REVENUE										
GROSS SALES	1,071,154.31	101.71 %	2,578,032.79	103.94 %	(1,506,878.48)	23,713,206.13	102.17 %	26,565,264.86	102.64 %	(2,852,058.73)
(LESS) COUPON REDEMPTION	(18,020.27)	(1.71) %	(97,823.15)	(3.94) %	79,802.88	(503,338.33)	(2.17) %	(684,456.70)	(2.64) %	181,118.37
NET SALES	**1,053,134.04**	**100.00 %**	**2,480,209.64**	**100.00 %**	**(1,427,075.60)**	**23,209,867.80**	**100.00 %**	**25,880,808.16**	**100.00 %**	**(2,670,940.36)**
COST OF GOODS SOLD										
FOOD	321,761.48	30.55 %	766,804.57	30.92 %	(445,043.09)	7,443,580.36	32.07 %	7,547,097.72	29.16 %	(103,517.36)
PAPER	33,549.46	3.19 %	67,887.06	2.74 %	(34,337.60)	734,438.14	3.16 %	682,217.21	2.64 %	52,220.93
KID TOYS	2,542.95	0.24 %	7,168.07	0.29 %	(4,625.12)	63,797.40	0.27 %	70,682.00	0.27 %	(6,884.60)
(LESS) VENDOR DISCOUNT	(418.32)	(0.04) %	(1,085.10)	(0.04) %	666.78	(10,013.88)	(0.04) %	(11,975.22)	(0.05) %	1,961.34
(LESS) COST OF COUPON DISC	(5,406.08)	(0.51) %	(29,346.94)	(1.18) %	23,940.86	(151,001.59)	(0.65) %	(205,337.04)	(0.79) %	54,335.45
TOTAL COGS	**352,029.49**	**33.43 %**	**811,427.66**	**32.72 %**	**(459,398.17)**	**8,080,800.43**	**34.82 %**	**8,082,684.67**	**31.23 %**	**(1,884.24)**
GROSS PROFIT	**701,104.55**	**66.57 %**	**1,668,781.98**	**67.28 %**	**(967,677.43)**	**15,129,067.37**	**65.18 %**	**17,798,123.49**	**68.77 %**	**(2,669,056.12)**
STORE LABOR COST										
SALARIES - MANAGERS	88,111.04	8.37 %	191,884.17	7.74 %	(103,773.13)	1,797,405.30	7.74 %	1,919,269.62	7.42 %	(121,864.32)
ASST MANAGERS IN TRAINING	0.00	0.00 %	2,652.78	0.11 %	(2,652.78)	35,547.24	0.15 %	56,731.28	0.22 %	(21,184.04)
SALARIES CREW LABOR	159,946.76	15.19 %	420,530.84	16.96 %	(260,584.08)	3,977,668.51	17.14 %	4,213,233.46	16.28 %	(235,564.95)
VACATION PAY	2,019.31	0.19 %	8,119.62	0.33 %	(6,100.31)	49,887.18	0.21 %	58,605.73	0.23 %	(8,718.55)
MANAGER BONUS	16,190.00	1.54 %	74,450.00	3.00 %	(58,260.00)	47,460.00	0.20 %	183,967.00	0.71 %	(136,507.00)
LABOR SUBTOTAL	**266,267.11**	**25.28 %**	**697,637.41**	**28.13 %**	**(431,370.30)**	**5,907,968.23**	**25.45 %**	**6,431,807.09**	**24.85 %**	**(523,838.86)**
PAYROLL TAX EXPENSE	19,668.17	1.87 %	48,902.68	1.97 %	(29,234.51)	489,000.98	2.11 %	511,081.61	1.97 %	(22,080.63)
INSURANCE - GROUP HEALTH	(10,234.65)	(0.97) %	8,374.35	0.34 %	(18,609.00)	239,341.91	1.03 %	282,463.22	1.09 %	(43,121.31)
INSURANCE - WORKMANS COMP	2,454.00	0.23 %	10,999.00	0.44 %	(8,545.00)	100,396.00	0.43 %	115,773.00	0.45 %	(15,377.00)
INSURANCE - DIR PAY COMP	0.00	0.00 %	356.61	0.01 %	(356.61)	7,843.93	0.03 %	2,436.61	0.01 %	5,407.32
EMPLOYEE INCENTIVE	504.94	0.05 %	1,126.41	0.05 %	(621.47)	4,512.05	0.02 %	10,032.64	0.04 %	(5,520.59)
EMPLOYEE DISCOUNTS	2,162.43	0.21 %	11,738.79	0.47 %	(9,576.36)	60,400.63	0.26 %	82,134.82	0.32 %	(21,734.19)
TOTAL STORE LABOR COST	**280,822.00**	**26.67 %**	**779,135.25**	**31.41 %**	**(498,313.25)**	**6,809,463.73**	**29.34 %**	**7,435,728.99**	**28.73 %**	**(626,265.26)**
MANAGER CONTROLLABLE										
CASH (OVER) AND SHORT	421.44	0.04 %	2,547.63	0.10 %	(2,126.19)	28,005.45	0.12 %	19,309.25	0.07 %	8,696.20
UNIFORMS	2,365.11	0.22 %	3,522.50	0.14 %	(1,157.39)	42,820.69	0.18 %	42,583.56	0.16 %	237.13
CLEANING SUPPLIES	2,120.65	0.20 %	6,437.74	0.26 %	(4,317.09)	70,243.31	0.30 %	85,486.33	0.33 %	(15,243.02)
UTILITIES	(3,207.77)	(0.30) %	48,218.73	1.94 %	(51,426.50)	489,471.22	2.11 %	511,657.66	1.98 %	(22,186.44)
TELEPHONE	1,283.09	0.12 %	2,435.80	0.10 %	(1,152.71)	17,136.53	0.07 %	17,245.26	0.07 %	(108.73)
TRASH AND EXTERMINATION	(3,264.22)	(0.31) %	13,026.25	0.53 %	(16,290.47)	70,538.32	0.30 %	86,134.04	0.33 %	(15,595.72)
GLOVES	1,359.40	0.13 %	4,426.85	0.18 %	(3,067.45)	36,815.51	0.16 %	84,230.25	0.33 %	(47,414.74)
OTHER SUPPLIES	5,675.62	0.54 %	11,811.71	0.48 %	(6,136.09)	140,292.15	0.60 %	161,918.65	0.63 %	(21,626.50)
TOTAL MANAGER CONTROLLABLE	**6,753.32**	**0.64 %**	**92,427.21**	**3.73 %**	**(85,673.89)**	**895,323.18**	**3.86 %**	**1,008,565.00**	**3.90 %**	**(113,241.82)**
STORE ADVERTISING										
ADVERTISING COUP PROMO	3,243.65	0.31 %	17,608.16	0.71 %	(14,364.51)	90,600.94	0.39 %	123,202.20	0.48 %	(32,601.26)
ADVERTISING LOCAL	2,995.45	0.28 %	8,036.32	0.32 %	(5,040.87)	62,562.22	0.27 %	70,963.85	0.27 %	(8,401.63)
ADVERTISING CO-OP	5,265.76	0.50 %	12,401.50	0.50 %	(7,135.74)	116,048.86	0.50 %	129,403.14	0.50 %	(13,354.28)
ADVERTISING NATIONAL	36,859.69	3.50 %	81,689.09	3.29 %	(44,829.40)	768,596.55	3.31 %	861,804.56	3.33 %	(93,208.01)
TOTAL STORE ADVERTISING	**48,364.55**	**4.59 %**	**119,735.07**	**4.83 %**	**(71,370.52)**	**1,037,808.57**	**4.47 %**	**1,185,373.75**	**4.58 %**	**(147,565.18)**
OCCUPANCY EXPENSE										
RENT	52,635.67	5.00 %	136,836.37	5.52 %	(84,200.70)	1,595,672.29	6.87 %	1,568,121.55	6.06 %	27,550.74
PERCENTAGE RENT	24,416.87	2.32 %	31,726.54	1.28 %	(7,309.67)	279,655.38	1.20 %	391,224.46	1.51 %	(111,569.08)
GENERAL INSURANCE	3,317.36	0.31 %	9,646.92	0.39 %	(6,329.56)	102,141.70	0.44 %	110,417.52	0.43 %	(8,275.82)

Wendgusta
STATEMENT OF EARNINGS
As of December 25, 2022
UNAUDITED

	CURRENT MTD	% T SALES	LAST YEAR MTD	% T SALES	$ Var	CURRENT YTD	% T SALES	LAST YEAR YTD	% T SALES	$ Var
INSURANCE DIR-PAY	0.00	0.00 %	1,500.00	0.06 %	(1,500.00)	3,030.81	0.01 %	6,014.49	0.02 %	(2,983.68)
REAL ESTATE TAXES	14,323.16	1.36 %	42,368.62	1.71 %	(28,045.46)	199,998.51	0.86 %	176,349.05	0.68 %	23,649.46
WATER & SEWER	(5,914.52)	(0.56) %	7,237.04	0.29 %	(13,151.56)	53,045.12	0.23 %	79,539.25	0.31 %	(26,494.13)
DEPRECIATION/AMORTIZATION	64,565.18	6.13 %	370,344.72	14.93 %	(305,779.54)	380,274.34	1.64 %	1,431,082.45	5.53 %	(1,050,808.11)
EQUIPMENT RENTAL	454.96	0.04 %	1,210.38	0.05 %	(755.42)	12,092.49	0.05 %	12,357.81	0.05 %	(265.32)
TOTAL OCCUPANCY EXPENSE	**153,798.68**	**14.60 %**	**600,870.59**	**24.23 %**	**(447,071.91)**	**2,625,910.64**	**11.31 %**	**3,775,106.58**	**14.59 %**	**(1,149,195.94)**
OPERATING EXPENSE										
SECURITY	459.34	0.04 %	1,348.07	0.05 %	(888.73)	14,720.51	0.06 %	15,661.46	0.06 %	(940.95)
MAINTENANCE CONTRACTS	2,247.00	0.21 %	12,981.20	0.52 %	(10,734.20)	84,708.94	0.36 %	87,813.51	0.34 %	(3,104.57)
REPAIRS	19,887.28	1.89 %	26,710.02	1.08 %	(6,822.74)	230,763.31	0.99 %	281,997.88	1.09 %	(51,234.57)
MAINTENANCE OVERHEAD	5,785.36	0.55 %	12,091.63	0.49 %	(6,306.27)	125,417.99	0.54 %	128,255.12	0.50 %	(2,837.13)
LANDSCAPING	1,695.80	0.16 %	4,315.00	0.17 %	(2,619.20)	49,486.02	0.21 %	50,561.58	0.20 %	(1,075.56)
TOTAL OPERATING EXPENSE	**30,074.78**	**2.86 %**	**57,445.92**	**2.32 %**	**(27,371.14)**	**505,096.77**	**2.18 %**	**564,289.55**	**2.18 %**	**(59,192.78)**
GENERAL & ADMIN EXPENSES										
OFFICE SUPPLIES	2,866.45	0.27 %	3,938.53	0.16 %	(1,072.08)	34,276.08	0.15 %	35,914.57	0.14 %	(1,638.49)
RECRUITMENT & TRAINING	1,461.80	0.14 %	4,395.53	0.18 %	(2,933.73)	33,439.88	0.14 %	30,518.31	0.12 %	2,921.57
LEGAL AND ACCOUNTING	(61,990.34)	(5.89) %	11,712.05	0.47 %	(73,702.39)	62,842.16	0.27 %	45,858.19	0.18 %	16,983.97
MUSIC	248.40	0.02 %	724.45	0.03 %	(476.05)	7,020.79	0.03 %	9,876.20	0.04 %	(2,855.41)
PERMITS & DUES	529.67	0.05 %	1,043.03	0.04 %	(513.36)	19,679.86	0.08 %	19,424.94	0.08 %	254.92
COMPUTER SERVICE	34,741.82	3.30 %	11,682.91	0.47 %	23,058.91	205,044.45	0.88 %	211,780.18	0.82 %	(6,735.73)
BANK CHARGES	467.26	0.04 %	3,752.50	0.15 %	(3,285.24)	22,672.29	0.10 %	26,463.77	0.10 %	(3,791.48)
CREDIT CARD FEES	22,320.13	2.12 %	25,156.09	1.01 %	(2,835.96)	417,790.39	1.80 %	403,110.75	1.56 %	14,679.64
OFFICE ACCOUNTING FEES	6,800.00	0.65 %	20,400.00	0.82 %	(13,600.00)	196,500.00	0.85 %	214,869.01	0.83 %	(18,369.01)
MISCELLANEOUS	555.84	0.05 %	603.67	0.02 %	(47.83)	1,212.53	0.01 %	1,206.15	0.00 %	6.38
AUTO AND TRAVEL EXPENSE	2,287.54	0.22 %	5,681.22	0.23 %	(3,393.68)	49,929.91	0.22 %	35,058.62	0.14 %	14,871.29
CONTRIBUTIONS & DONATIONS	0.00	0.00 %	0.00	0.00 %	0.00	471.50	0.00 %	250.00	0.00 %	221.50
POSTAGE & DELIVERY	59.15	0.01 %	427.42	0.02 %	(368.27)	2,635.85	0.01 %	4,359.98	0.02 %	(1,724.13)
RESTAURANT OPENING/CLOSING	2,753.00	0.26 %	0.00	0.00 %	2,753.00	213,757.74	0.92 %	29,660.14	0.11 %	184,097.60
401K MATCH	0.00	0.00 %	0.00	0.00 %	0.00	6,642.24	0.03 %	6,344.12	0.02 %	298.12
TOTAL GENERAL & ADMIN EXPENSES	**13,100.72**	**1.24 %**	**89,517.40**	**3.61 %**	**(76,416.68)**	**1,273,915.67**	**5.49 %**	**1,074,694.93**	**4.15 %**	**199,220.74**
TOTAL EXPENSES	**532,914.05**	**50.60 %**	**1,739,131.44**	**70.12 %**	**(1,206,217.39)**	**13,147,518.56**	**56.65 %**	**15,043,758.80**	**58.13 %**	**(1,896,240.24)**
EARNINGS FROM OPERATIONS	**168,190.50**	**15.97 %**	**(70,349.46)**	**(2.84) %**	**238,539.96**	**1,981,548.81**	**8.54 %**	**2,754,364.69**	**10.64 %**	**(772,815.88)**
OTHER INCOME										
MISC INCOME	10,504.02	1.00 %	38,852.57	1.57 %	(28,348.55)	64,078.12	0.28 %	66,786.85	0.26 %	(2,708.73)
SOFT DRINK REFUND	(32,598.64)	(3.10) %	(36,779.60)	(1.48) %	4,180.96	318,104.47	1.37 %	294,492.01	1.14 %	23,612.46
EMPLOYEE RETENTION CREDIT	0.00	0.00 %	0.00	0.00 %	0.00	0.00	0.00 %	677,117.19	2.62 %	(677,117.19)
TOTAL OTHER INCOME	(22,094.62)	(2.10) %	2,072.97	0.08 %	(24,167.59)	382,182.59	1.65 %	1,038,396.05	4.01 %	(656,213.46)
OTHER EXPENSES										
ROYALTY	42,125.36	4.00 %	99,208.56	4.00 %	(57,083.20)	928,395.14	4.00 %	1,035,233.45	4.00 %	(106,838.31)
INTEREST	57.12	0.01 %	17,526.01	0.71 %	(17,468.89)	161,204.73	0.69 %	100,466.02	0.39 %	60,738.71
F AND ASA	263,400.00	25.01 %	14,300.00	0.58 %	249,100.00	420,700.00	1.81 %	171,600.00	0.66 %	249,100.00
SALARIES PPP SBA PROGRAM	0.00	0.00 %	0.00	0.00 %	0.00	0.00	0.00 %	235,309.19	0.91 %	(235,309.19)
CONTRIBUTIONS -SBA PPP	0.00	0.00 %	0.00	0.00 %	0.00	0.00	0.00 %	55,000.00	0.21 %	(55,000.00)
LOSS/GAIN ON SALE OF ASSETS	(113,795.58)	(10.81) %	0.00	0.00 %	(113,795.58)	(9,729,565.28)	(41.92) %	0.00	0.00 %	(9,729,565.28)
TOTAL OTHER EXPENSES	191,786.90	18.21 %	131,034.57	5.28 %	60,752.33	(8,219,265.41)	(35.41) %	1,597,608.66	6.17 %	(9,816,874.07)
INCOME (LOSS) BEFORE TAXES	**(45,691.02)**	**(4.34) %**	**(199,311.06)**	**(8.04) %**	**153,620.04**	**10,582,996.81**	**45.60 %**	**2,195,152.08**	**8.48 %**	**8,387,844.73**

Wendgusta
STATEMENT OF EARNINGS
As of December 25, 2022
UNAUDITED

	CURRENT MTD	% T SALES	LAST YEAR MTD	% T SALES	$ Var	CURRENT YTD	% T SALES	LAST YEAR YTD	% T SALES	$ Var
NET INCOME (LOSS) AFTER ADJ	(45,691.02)	(4.34) %	(199,311.06)	(8.04) %	153,620.04	10,582,996.81	45.60 %	2,195,152.08	8.48 %	8,387,844.73

Exhibit 99.1

JAI HOSPITALITY RG LLC
STATEMENT OF FINANCIAL CONDITION
As of January 02, 2022
UNAUDITED

As of Date:	01/02/2022
Store:	JAI HOSPITALITY RG LLC
	CURRENT YEAR
CURRENT ASSETS	
CASH IN BANKS - OPERATING	321,336.49
PREPAID EXPENSES AND TAXES	102,937.95
MISC RECEIVABLES	354,819.42
INVENTORY	143,665.40
TOTAL CURRENT ASSETS	**922,759.26**
PROPERTY AND EQUIPMENT	
CONSTRUCTION IN PROGRESS	22,495,167.00
TOTAL PROPERTY AND EQUIPMENT	**22,495,167.00**
TOTAL ASSETS	**23,417,926.26**
CURRENT LIABILITIES	
ACCOUNTS PAYABLE	149,148.18
ACCRUED EXPENSES	329,615.06
WNAP/DELV ACCRUAL	80,270.91
DEFERRED CREDIT	119,366.96
TOTAL CURRENT LIABILITIES	**678,401.11**
LONG TERM DEBT	
L/T NOTES PAYABLE	22,504,247.79
TOTAL LONG TERM DEBT	**22,504,247.79**
LIABILITIES	**23,182,648.90**
SHAREHOLDERS EQUITY	
NET INCOME/LOSS	235,277.36
SHAREHOLDERS EQUITY	**235,277.36**
LIABILITIES & EQUITY	**23,417,926.26**

Created on: 03/21/2022 8:29 AM EDT

JAI HOSPITALITY RG LLC
STATEMENT OF EARNINGS
As of January 02, 2022
UNAUDITED

As of Date: 01/02/2022
Store: JAI HOSPITALITY RG LLC

	CURRENT MTD	% T SALES	CURRENT YTD	% T SALES
REVENUE				
GROSS SALES	1,104,290.54	103.20 %	1,104,290.54	103.20 %
(LESS) COUPON REDEMPTION	(34,281.73)	(3.20) %	(34,281.73)	(3.20) %
NET SALES	**1,070,008.81**	**100.00 %**	**1,070,008.81**	**100.00 %**
COST OF GOODS SOLD				
FOOD	349,755.97	32.69 %	349,755.97	32.69 %
PAPER	38,842.12	3.63 %	38,842.12	3.63 %
KID TOYS	1,850.37	0.17 %	1,850.37	0.17 %
(LESS) VENDOR DISCOUNT	(516.06)	(0.05) %	(516.06)	(0.05) %
(LESS) COST OF COUPON DISCOUNT	(10,284.52)	(0.96) %	(10,284.52)	(0.96) %
TOTAL COGS	**379,647.88**	**35.48 %**	**379,647.88**	**35.48 %**
GROSS PROFIT	**690,360.93**	**64.52 %**	**690,360.93**	**64.52 %**
STORE LABOR COST				
SALARIES - MANAGERS	44,062.12	4.12 %	44,062.12	4.12 %
SALARIES - CREW LABOR	133,350.91	12.46 %	133,350.91	12.46 %
LABOR SUBTOTAL	**177,413.03**	**16.58 %**	**177,413.03**	**16.58 %**
PAYROLL TAX EXPENSE	15,046.50	1.41 %	15,046.50	1.41 %
EMPLOYEE INCENTIVE	155.42	0.01 %	155.42	0.01 %
EMPLOYEE DISCOUNTS	4,113.81	0.38 %	4,113.81	0.38 %
TOTAL STORE LABOR COST	**196,728.76**	**18.39 %**	**196,728.76**	**18.39 %**
MANAGER CONTROLLABLE				
CASH OVER AND SHORT	1,290.57	0.12 %	1,290.57	0.12 %
UNIFORMS	564.51	0.05 %	564.51	0.05 %
CLEANING SUPPLIES	3,553.71	0.33 %	3,553.71	0.33 %
UTILITIES	24,212.04	2.26 %	24,212.04	2.26 %
TELEPHONE AND CABLE	840.89	0.08 %	840.89	0.08 %
TRASH AND EXTERMINATION SERVICES	2,635.74	0.25 %	2,635.74	0.25 %
GLOVES	1,454.35	0.14 %	1,454.35	0.14 %
OTHER SUPPLIES	4,502.61	0.42 %	4,502.61	0.42 %
MANAGER CONTROLLABLE	**39,054.42**	**3.65 %**	**39,054.42**	**3.65 %**
STORE ADVERTISING				
ADVERTISING - COUP PROMO	6,170.71	0.58 %	6,170.71	0.58 %
ADVERTISING - CO OP	5,350.00	0.50 %	5,350.00	0.50 %
ADVERTISING - NATIONAL	37,459.75	3.50 %	37,459.75	3.50 %
TOTAL STORE ADVERTISING	**48,980.46**	**4.58 %**	**48,980.46**	**4.58 %**
OCCUPANCY EXPENSE				
RENT	52,321.71	4.89 %	52,321.71	4.89 %
REAL ESTATE TAXES	12,559.40	1.17 %	12,559.40	1.17 %
WATER & SEWER	1,856.13	0.17 %	1,856.13	0.17 %
EQUIPMENT RENTAL	524.57	0.05 %	524.57	0.05 %
TOTAL OCCUPANCY EXPENSE	**67,261.81**	**6.29 %**	**67,261.81**	**6.29 %**
OPERATING EXPENSE				
MAINTENANCE CONTRACTS	5,347.90	0.50 %	5,347.90	0.50 %

JAI HOSPITALITY RG LLC
STATEMENT OF EARNINGS
As of January 02, 2022
UNAUDITED
As of Date: 01/02/2022
Store: JAI HOSPITALITY RG LLC

	CURRENT MTD	% T SALES	CURRENT YTD	% T SALES
REPAIRS	11,682.75	1.09 %	11,682.75	1.09 %
MAINTENANCE	6,115.00	0.57 %	6,115.00	0.57 %
TOTAL OPERATING EXPENSE	**23,145.65**	**2.16 %**	**23,145.65**	**2.16 %**
GENERAL & ADMIN EXPENSES				
OFFICE SUPPLIES	1,975.19	0.18 %	1,975.19	0.18 %
RECRUITMENT & TRAINING	1,984.70	0.19 %	1,984.70	0.19 %
MUSIC	1,416.58	0.13 %	1,416.58	0.13 %
PERMITS & DUES	44.03	0.00 %	44.03	0.00 %
COMPUTER SERVICE	1,950.01	0.18 %	1,950.01	0.18 %
BANK CHARGES	4,871.82	0.46 %	4,871.82	0.46 %
CREDIT CARD FEES	3,223.95	0.30 %	3,223.95	0.30 %
OFFICE ACCOUNTING FEES	11,000.00	1.03 %	11,000.00	1.03 %
MISCELLANEOUS	10,635.03	0.99 %	10,635.03	0.99 %
TOTAL GENERAL & ADMIN EXPENSES	**37,101.31**	**3.47 %**	**37,101.31**	**3.47 %**
TOTAL EXPENSES	**412,272.41**	**38.53 %**	**412,272.41**	**38.53 %**
EARNINGS FROM OPERATIONS	**278,088.52**	**25.99 %**	**278,088.52**	**25.99 %**
OTHER EXPENSES				
ROYALTY	42,811.16	4.00 %	42,811.16	4.00 %
OTHER EXPENSES	42,811.16	4.00 %	42,811.16	4.00 %
INCOME (LOSS) BEFORE TAXES	**235,277.36**	**21.99 %**	**235,277.36**	**21.99 %**
NET INCOME (LOSS) AFTER ADJ	**235,277.36**	**21.99 %**	**235,277.36**	**21.99 %**

Confidential

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Financial Data Updated: 3/14/2023 9:29:00 AM

PL Store - YTD

Period: 12 of 2022 ending on 1/1/2023

Unaudited

	JAI Hospitality RG
	Current
NET PROFIT AND (LOSS)	
REVENUE - SALES	25,058,789
FOOD AND PAPER COST	8,132,896
SALARIES AND WAGES	6,416,052
GROSS PROFIT FROM OPS	10,509,840
TAXES, & BENEFITS	1,359,421
PRIME PROFIT	9,150,419
UTILITIES EXP	681,064
SUPPLIES	269,815
REPAIR & MAINT	823,856
OTHER CONTROLLABLES	499,620
PACE	6,876,065
ADVERTISING & PROMO	1,641,851
TAXES & LICENSES	416,756
OTHER NON CONTROLLABLES	1,402,903
OCCUPANCY	1,389,614
DEPR & AMORT	2,840,085
NET INCOME STORE LEVEL	(815,143)
ADMIN EXPENSES	664,957
OTHER (INCOME) LOSS	(337,494)
NON-RECURRING EXPENSE	11,830
NET PROFIT (LOSS)	(1,154,435)

Exhibit 99.2

Report Generated: 3/15/2023 3:50:51 PM
Financial Data Updated: 3/14/2023 9:26:00 AM

BS Consolidated - YTD

Period: 12 of 2022 ending on 1/1/2023

Unaudited

	Augusta-AG
	Current
ASSETS	
CURRENT ASSETS	
CASH AND CASH EQUIVALENTS	1,133,272
ACCOUNTS RECEIVABLE, NET	15,642
INVENTORY	142,607
PREPAID EXPENSES	104,146
INTERCOMPANY RECEIVABLE	(207,581)
DUE TO/FROM AFFILATES	0
OTHER CURRENT ASSETS	0
CURRENT ASSET	1,188,086
FIXED ASSETS, NET	6,551,489
INTANGIBLE ASSETS, NET	6,934,198
DEPOSITS AND PREPAYMENTS	25,472
TOTAL ASSETS	14,699,245
LIABILITIES AND EQUITY	
LIABILITIES	
CURRENT LIABILITIES	
ACCOUNTS PAYABLE	156,272
ACCRUED LIABILITIES	615,075
CURRENT LIABILITIES	771,347
LONG TERM LIABILITIES	
LOANS	9,065,627
LONG TERM LIABILITIES	9,065,627
OTHER LIABILITIES	46,003
LIABILITIES	9,882,977
STOCKHOLDERS EQUITY	4,816,268
TOTAL LIABILITIES AND EQUITY	14,699,245

Report Generated: 3/15/2023 4:12:48 PM
Financial Data Updated: 3/14/2023 9:29:00 AM

PL Store - YTD

Period: 12 of 2022 ending on 1/1/2023

Unaudited

	JAI Augusta LLC
	Current
NET PROFIT AND (LOSS)	
REVENUE - SALES	2,888,601
FOOD AND PAPER COST	982,792
SALARIES AND WAGES	631,627
GROSS PROFIT FROM OPS	1,274,181
TAXES, & BENEFITS	116,531
PRIME PROFIT	1,157,650
UTILITIES EXP	86,067
SUPPLIES	39,976
REPAIR & MAINT	78,487
OTHER CONTROLLABLES	54,650
PACE	898,470
ADVERTISING & PROMO	164,627
TAXES & LICENSES	23,305
OTHER NON CONTROLLABLES	157,048
OCCUPANCY	210,984
DEPR & AMORT	367,538
NET INCOME STORE LEVEL	(25,031)
ADMIN EXPENSES	18,167
OTHER (INCOME) LOSS	145,442
OTHER NON-RECURRING EXPENSES	118,683
NET PROFIT (LOSS)	(307,323)